

EXHIBIT 2739

**to the Declaration of
Lisa J. Cisneros in Support of
Plaintiffs' Opposition Briefs**

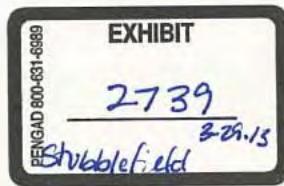
REDACTED VERSION

Part 1 of 2

DOCUMENT

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Total Rewards & Pay Decisions Toolkit

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Appendix: Training Presentation

A reference
you can use
throughout the
year...



1. Introduction



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Introduction

The purpose of this guide is to provide managers with a framework that will facilitate pay decisions...

- What is "Total Rewards" and how does it fit into the bigger picture?
- What are the various tools available to me as a leader to reward and recognize people?
- When or how do I use these tools?

Understanding the fundamentals of total rewards will help you, as a leader, differentiate rewards and recognition...linking pay decisions to performance outcomes and business strategy.

2. Total Rewards... An Overview

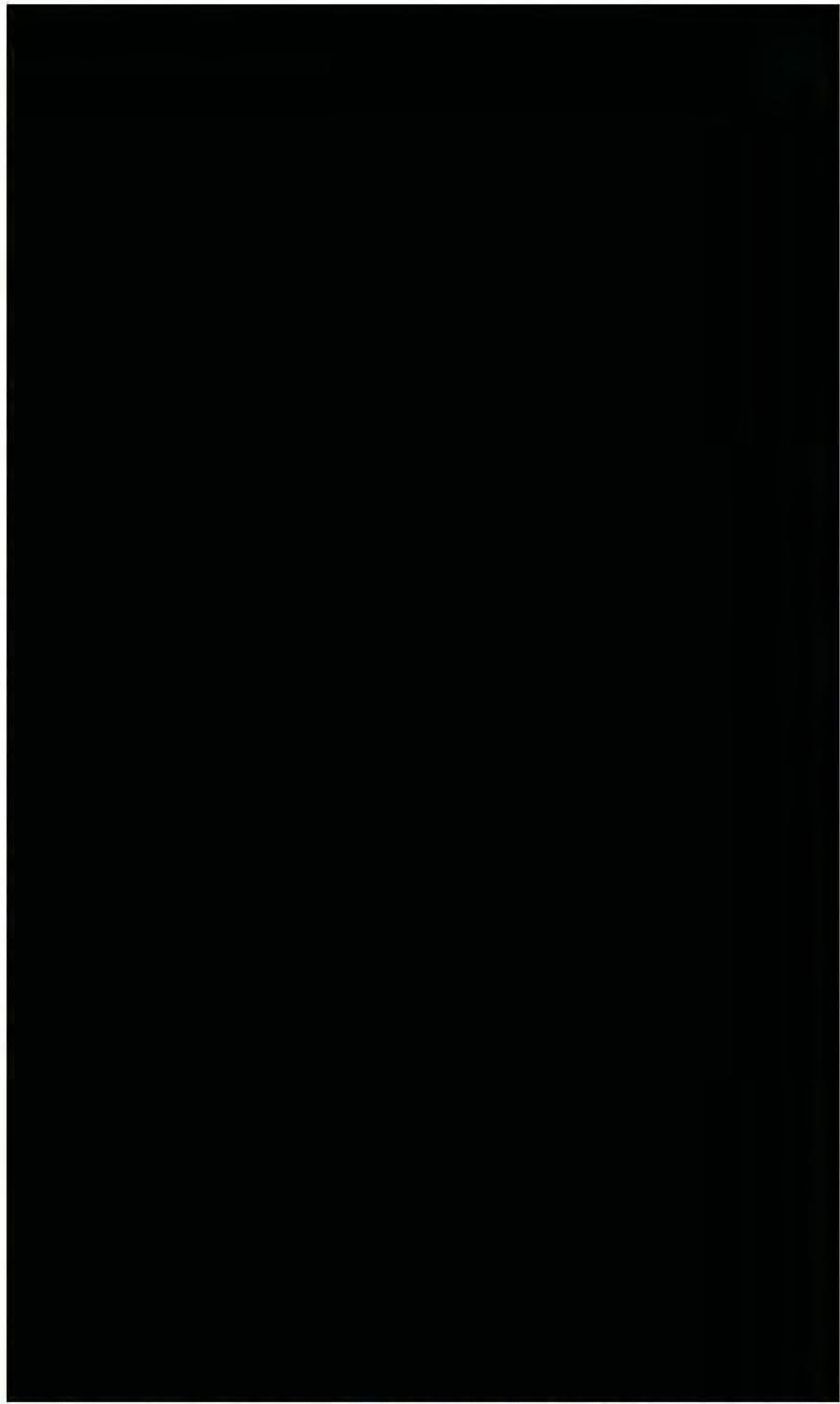


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What is "Total Rewards"

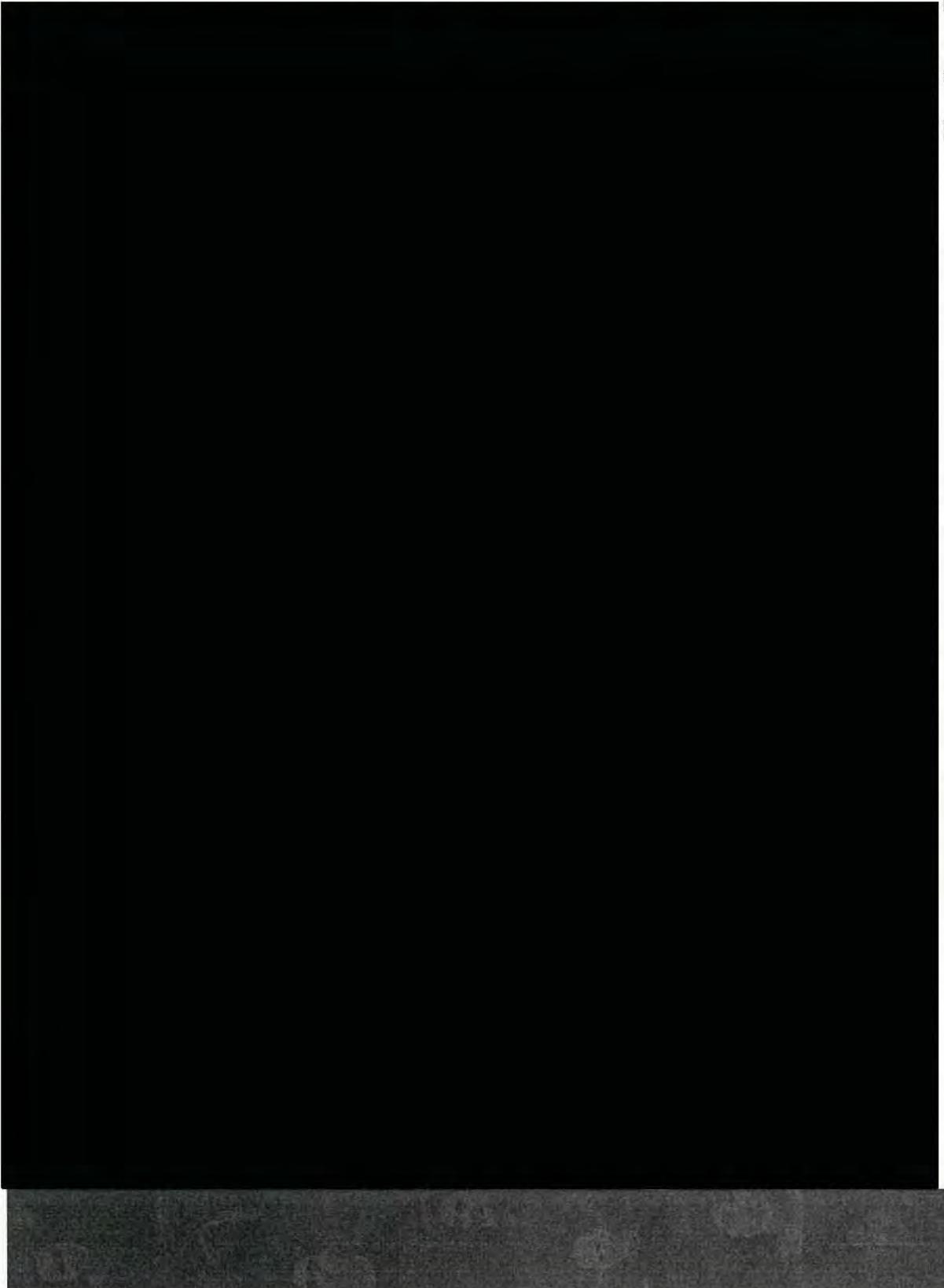


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Total Rewards...An Overview

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Total Rewards...An Overview



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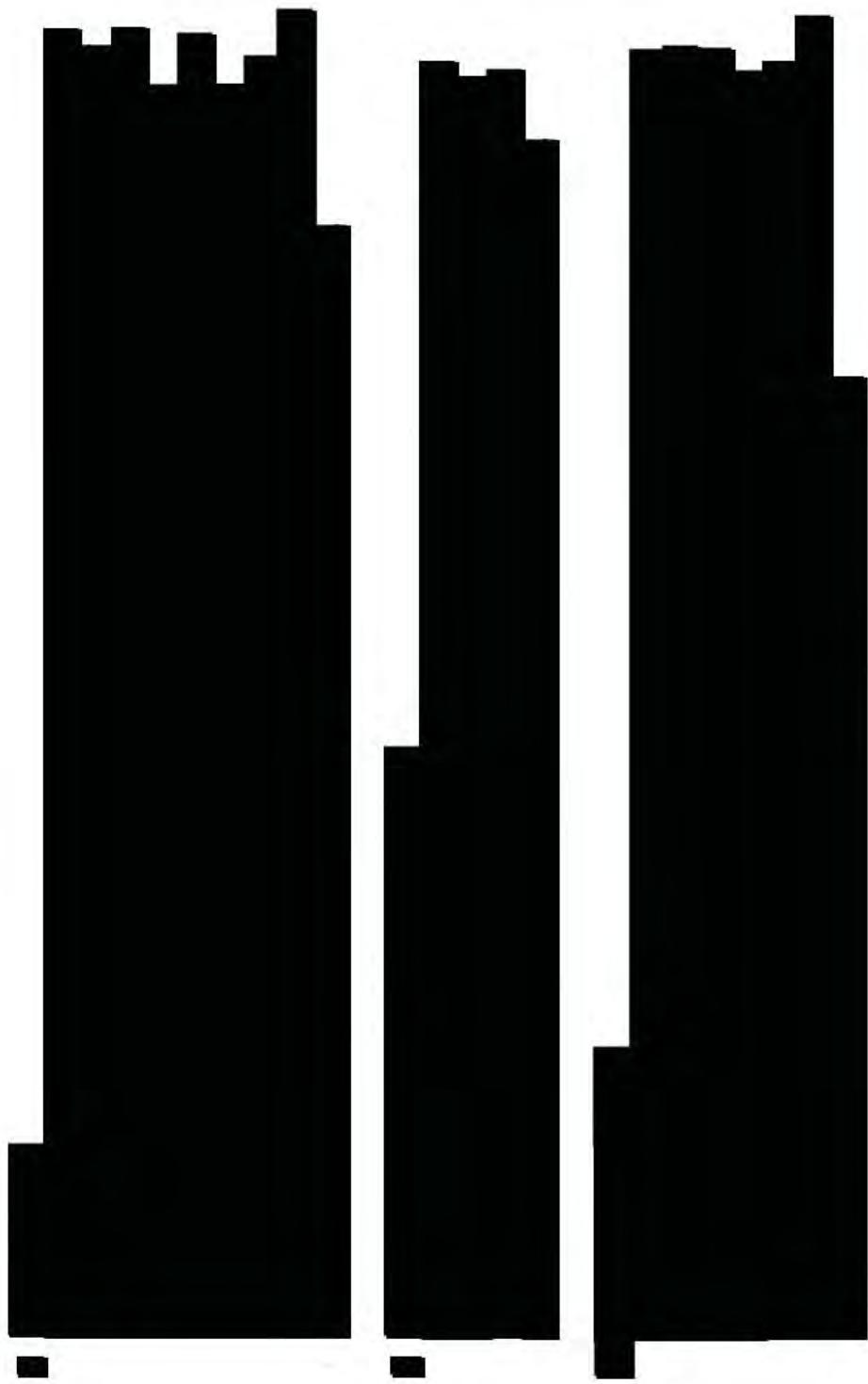
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Total Rewards...An Overview



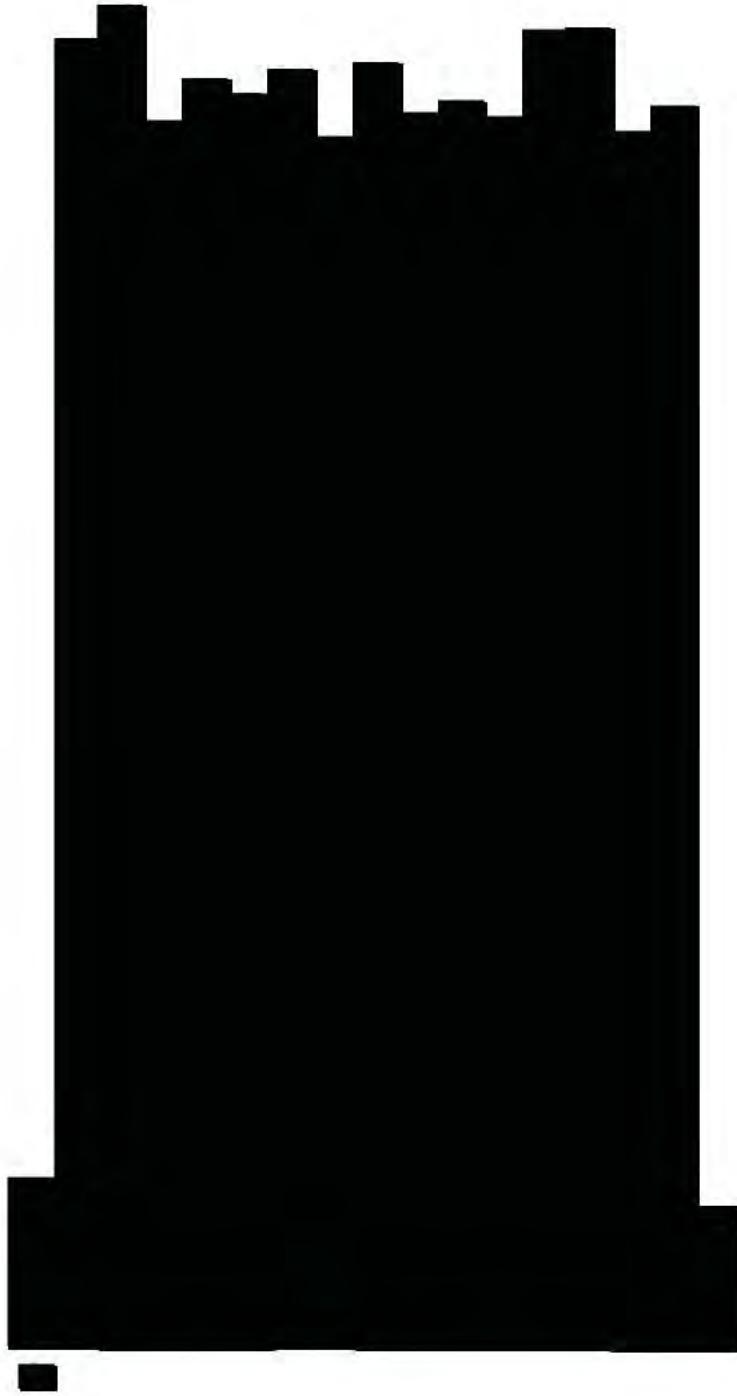
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Total Rewards...An Overview



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Total Rewards...An Overview

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3. Rewards Philosophy & Vision

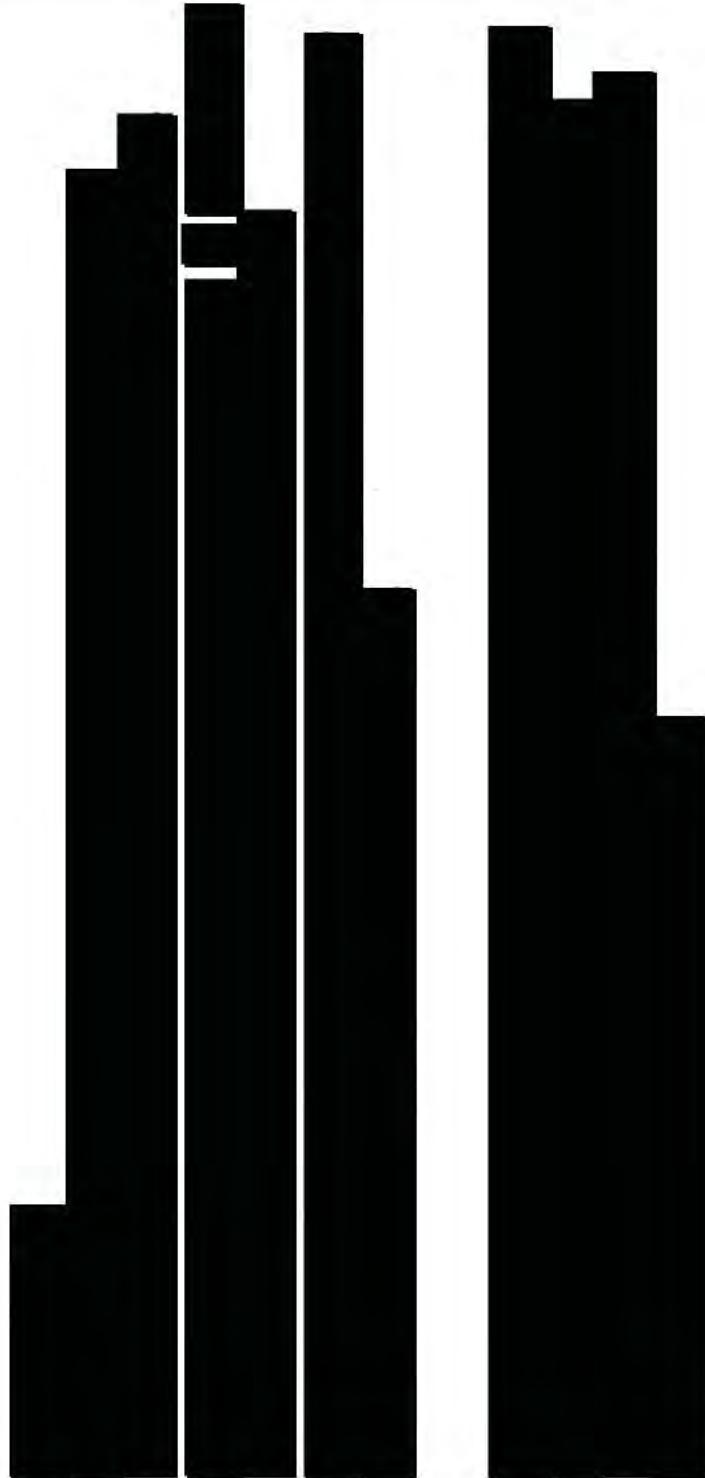


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Reward Philosophy & Strategy



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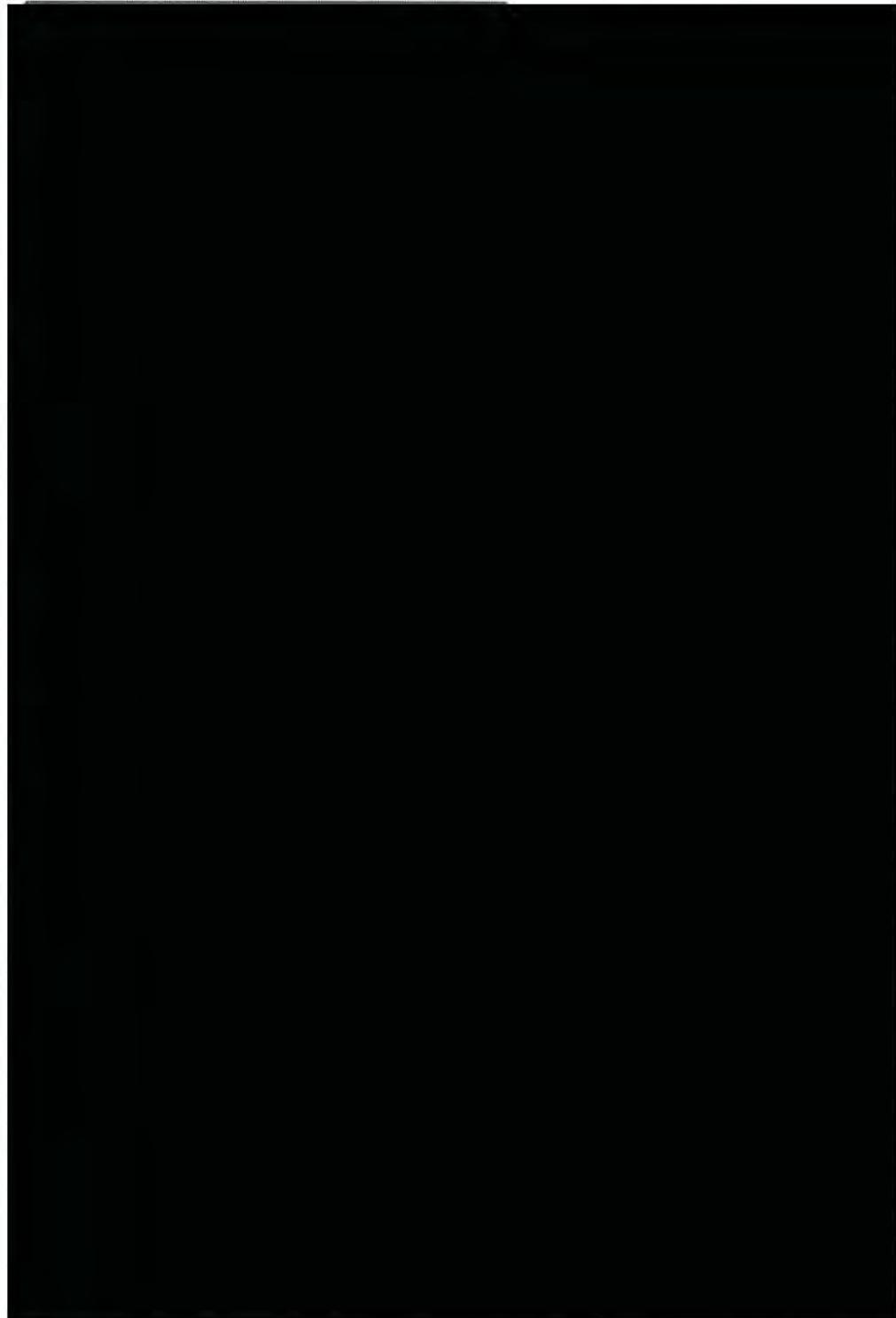
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Total Rewards Guiding Principles



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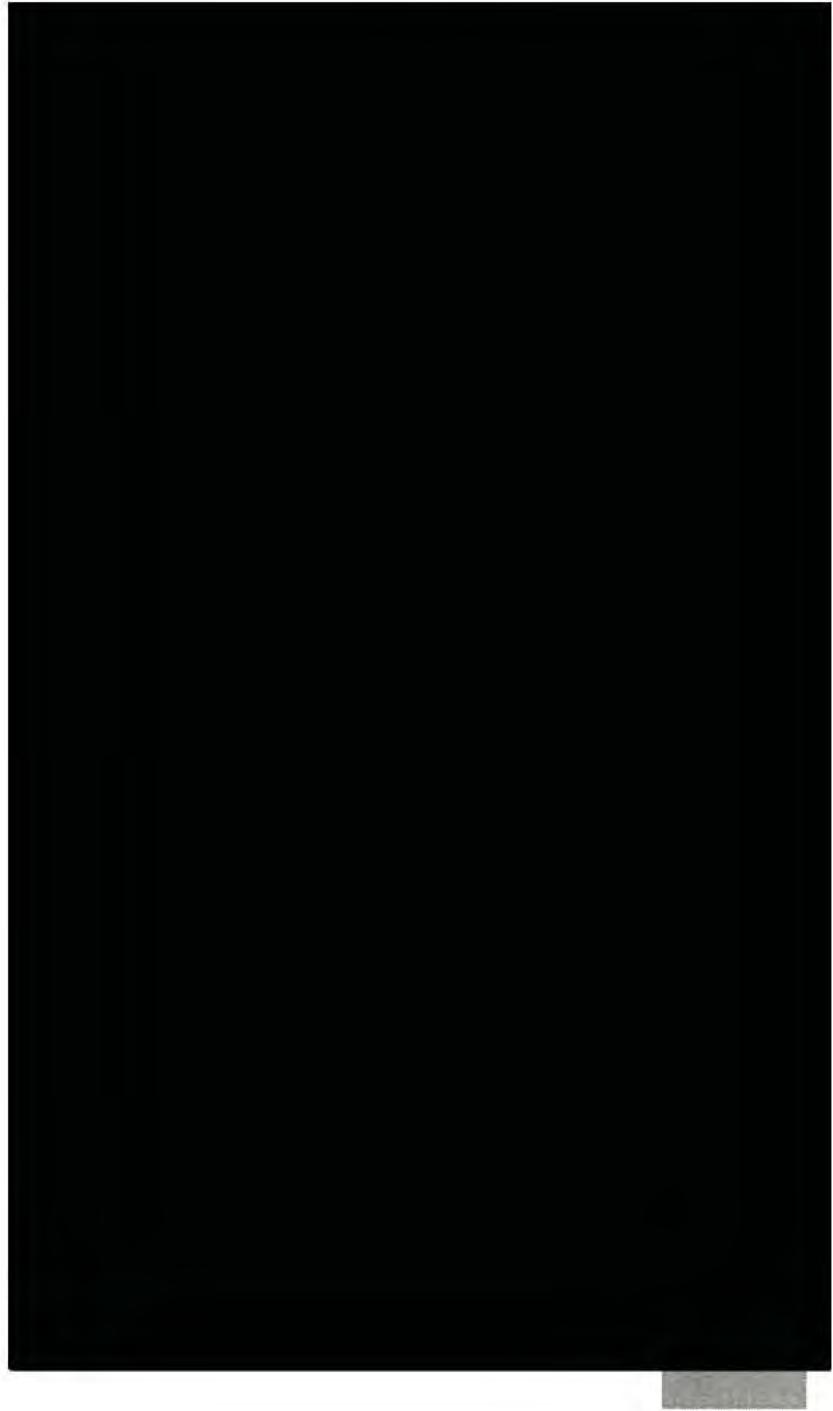
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Compensation Positioning



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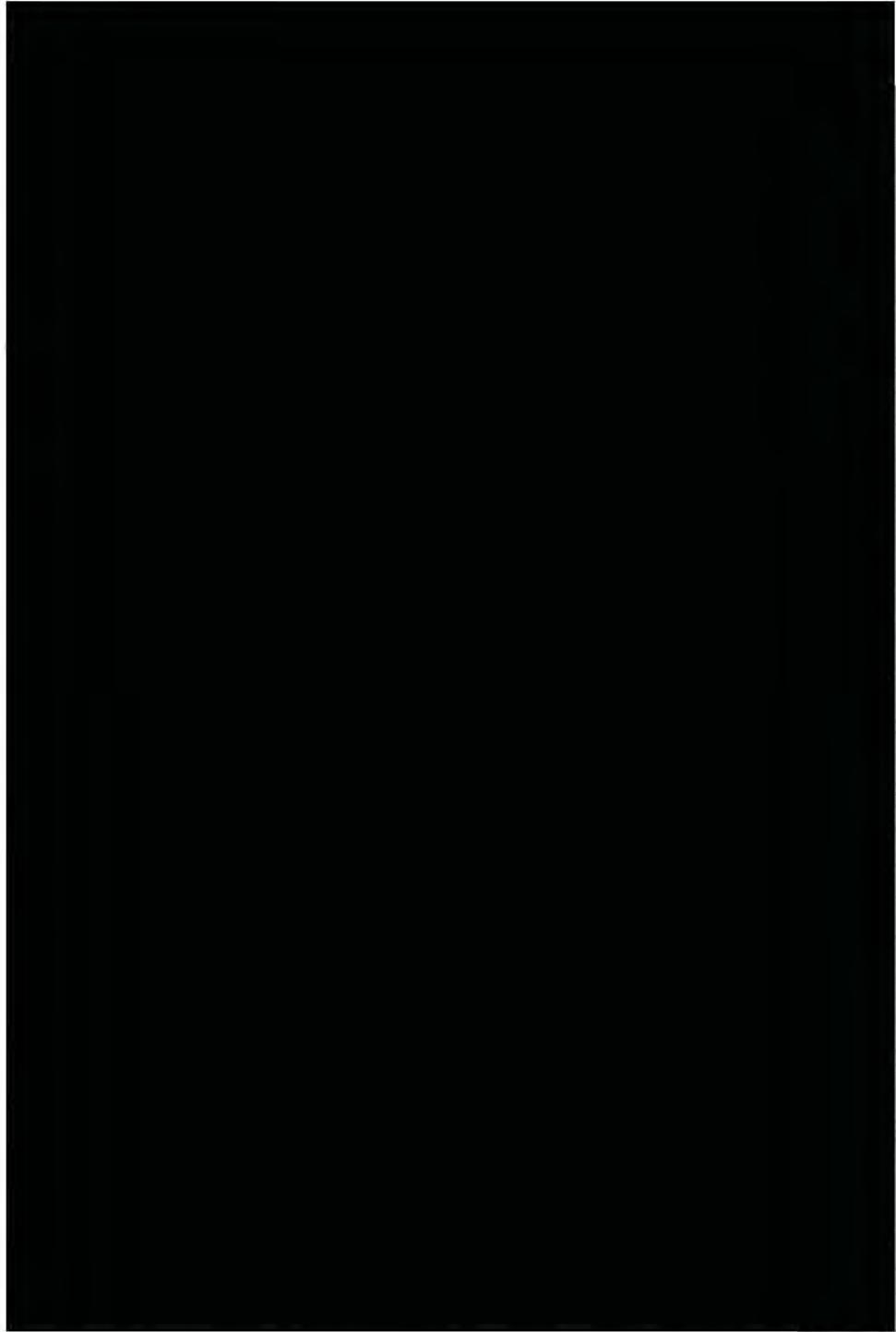
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Rewards Strategy... Intuit's New Direction



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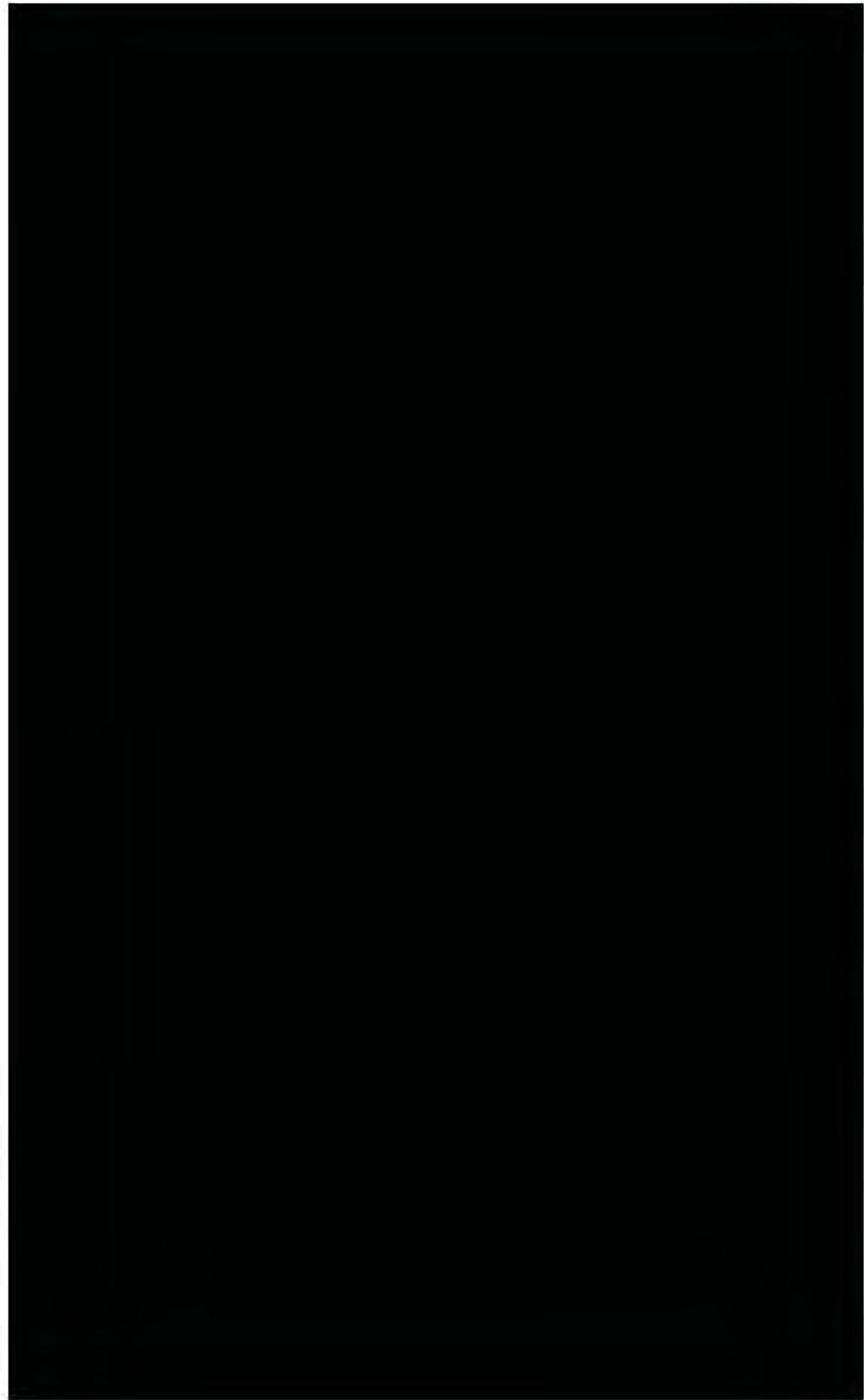
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Your Job...Alignment



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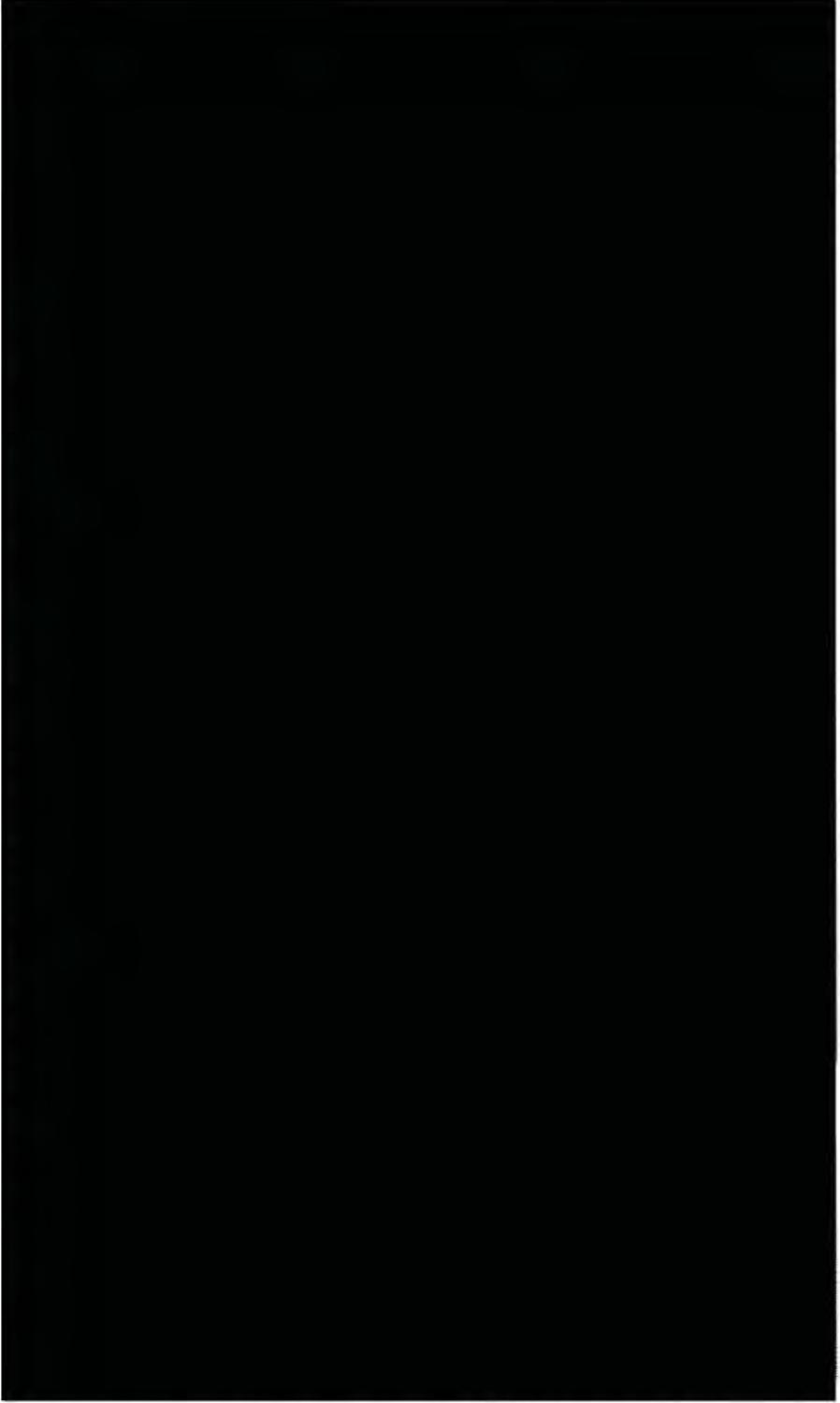
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The 3 M's of Compensation

...Like building a house from the ground-up...



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4. Using Market Information

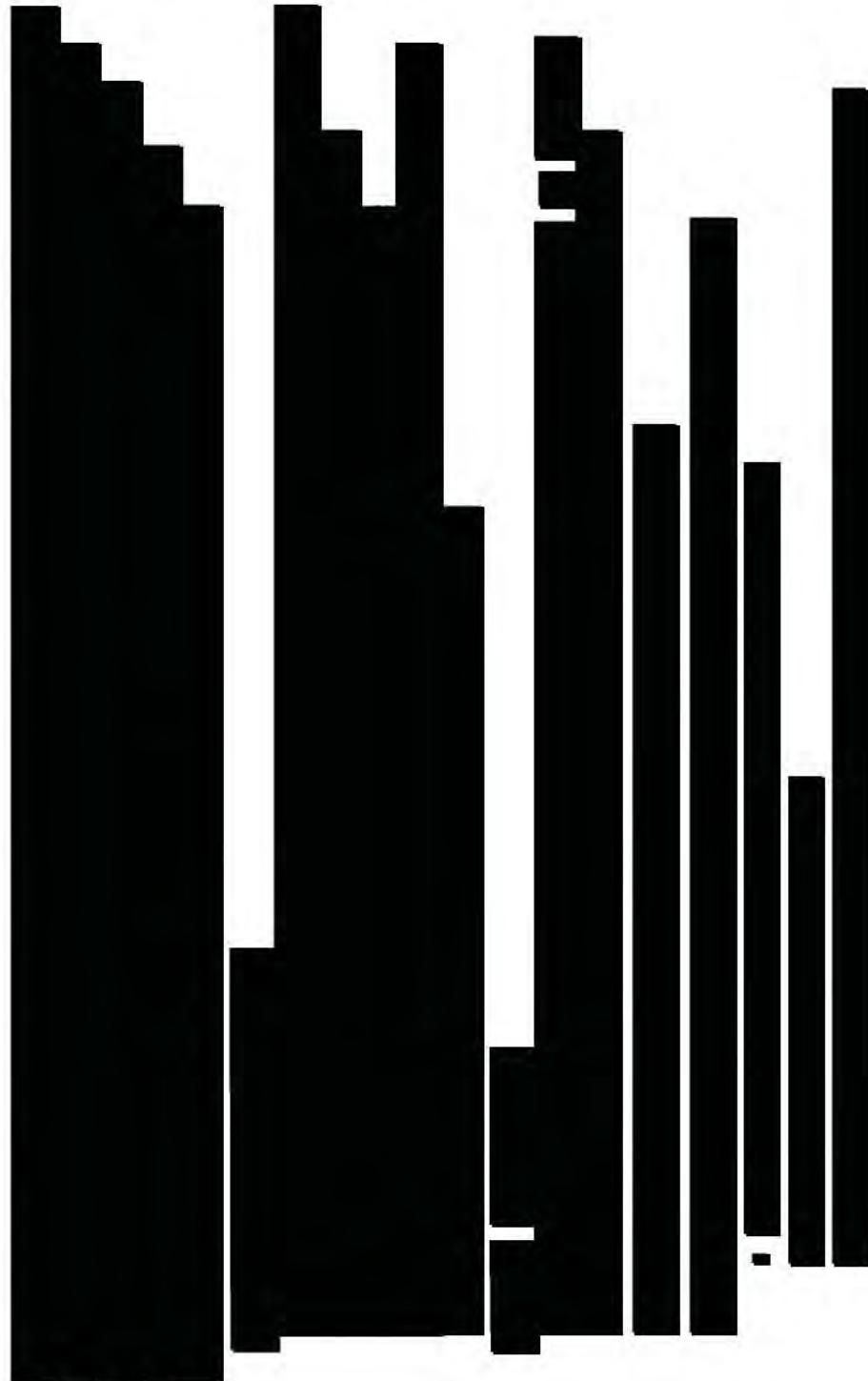


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Using Market Information



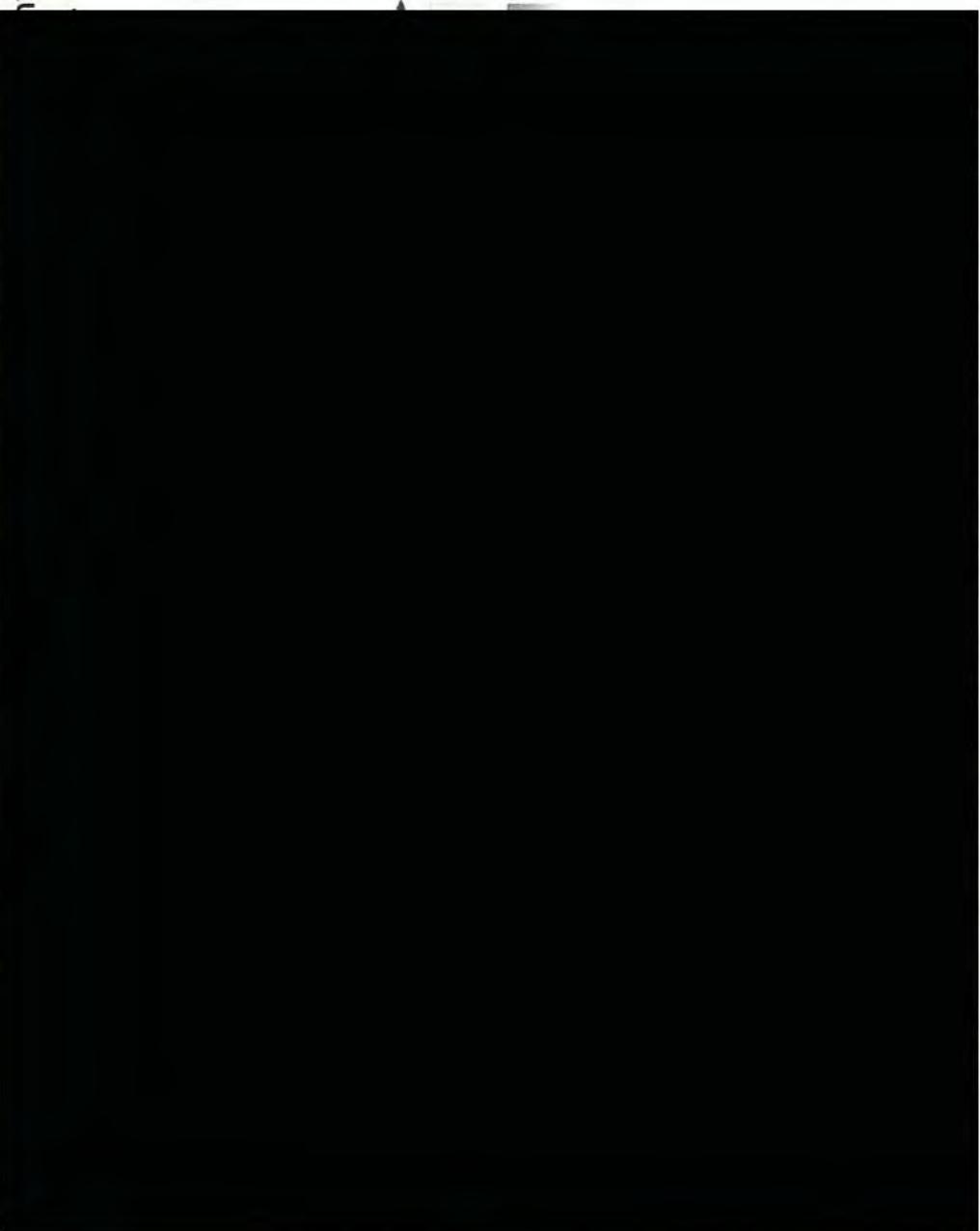
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Using Market Information



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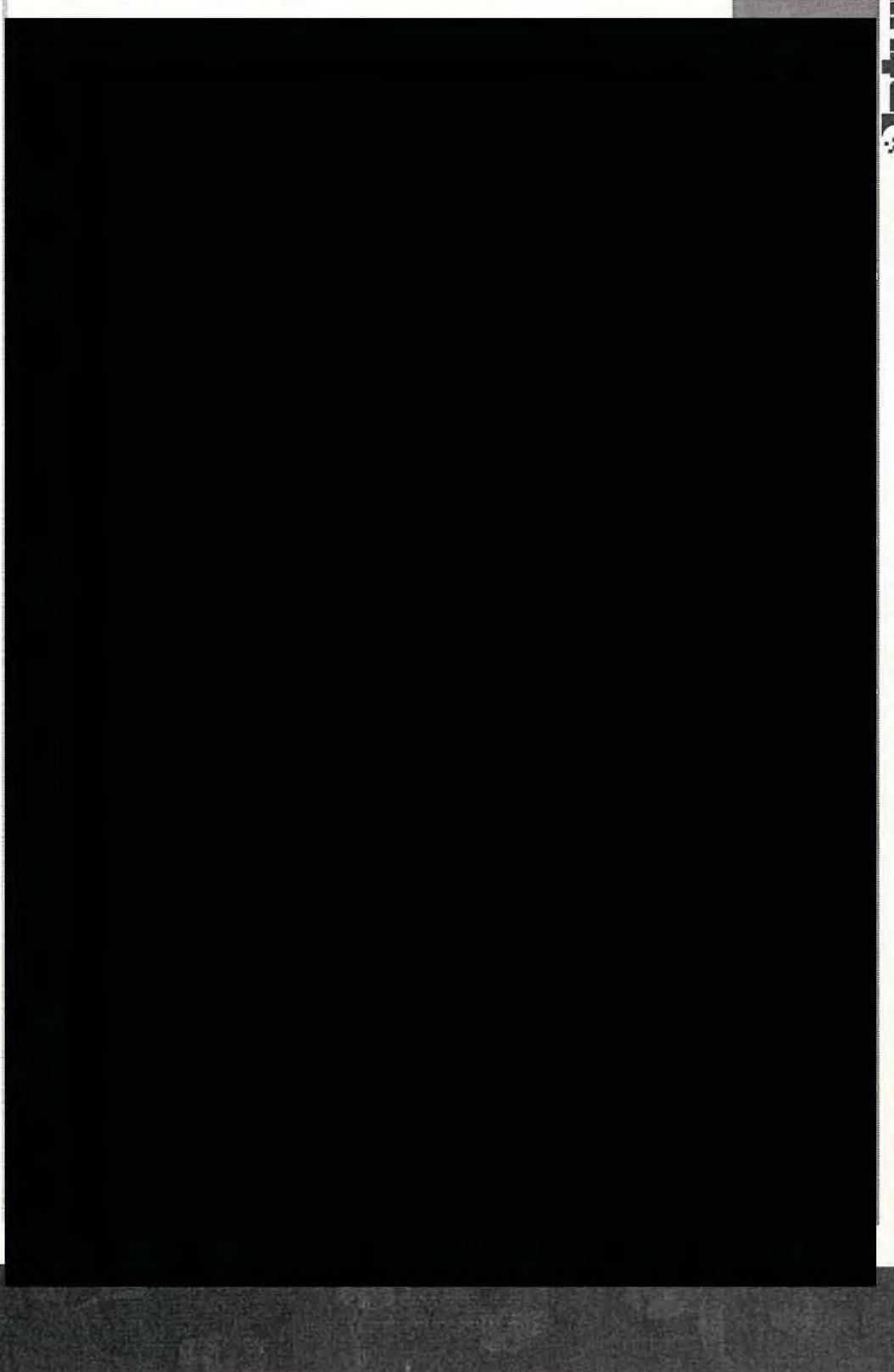
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Using Market Information



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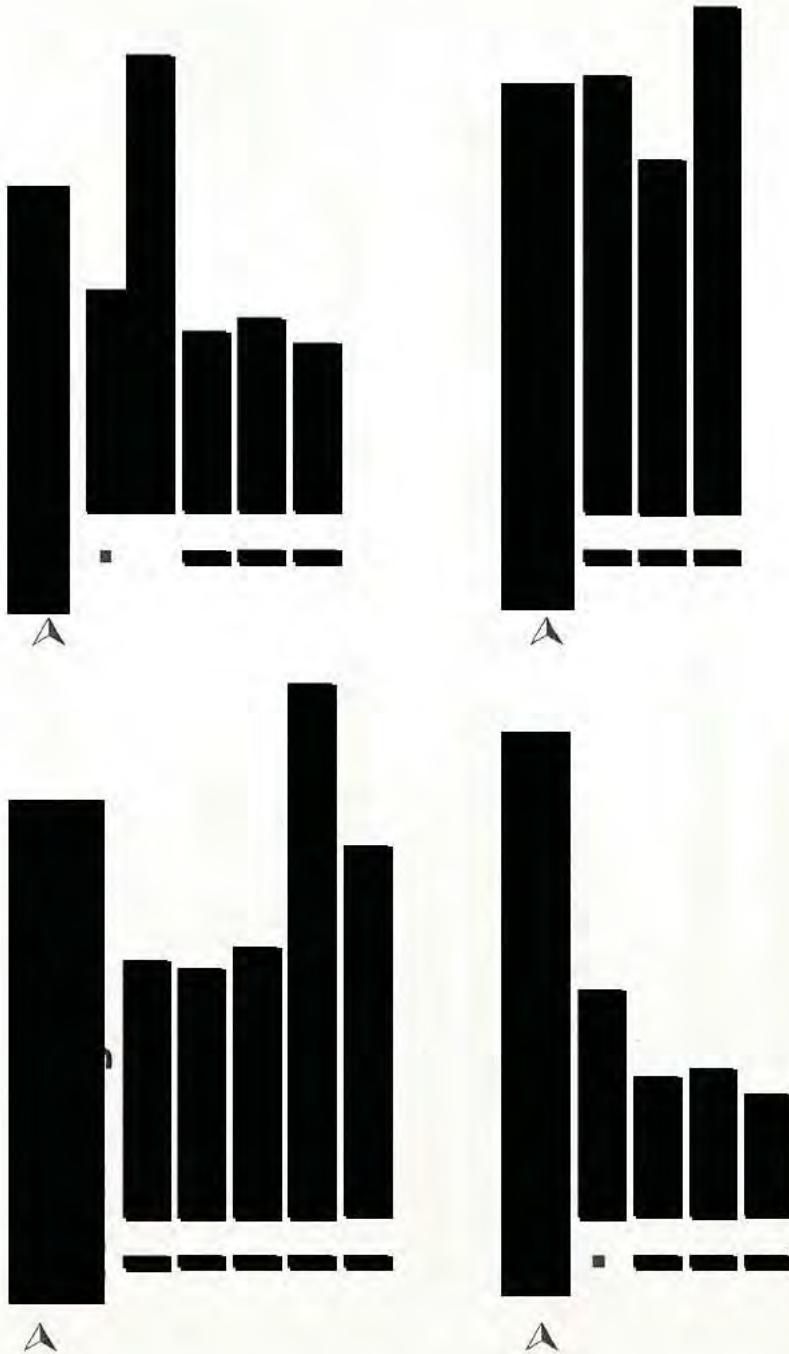
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Multiple Resources for Market Data Partial Listing



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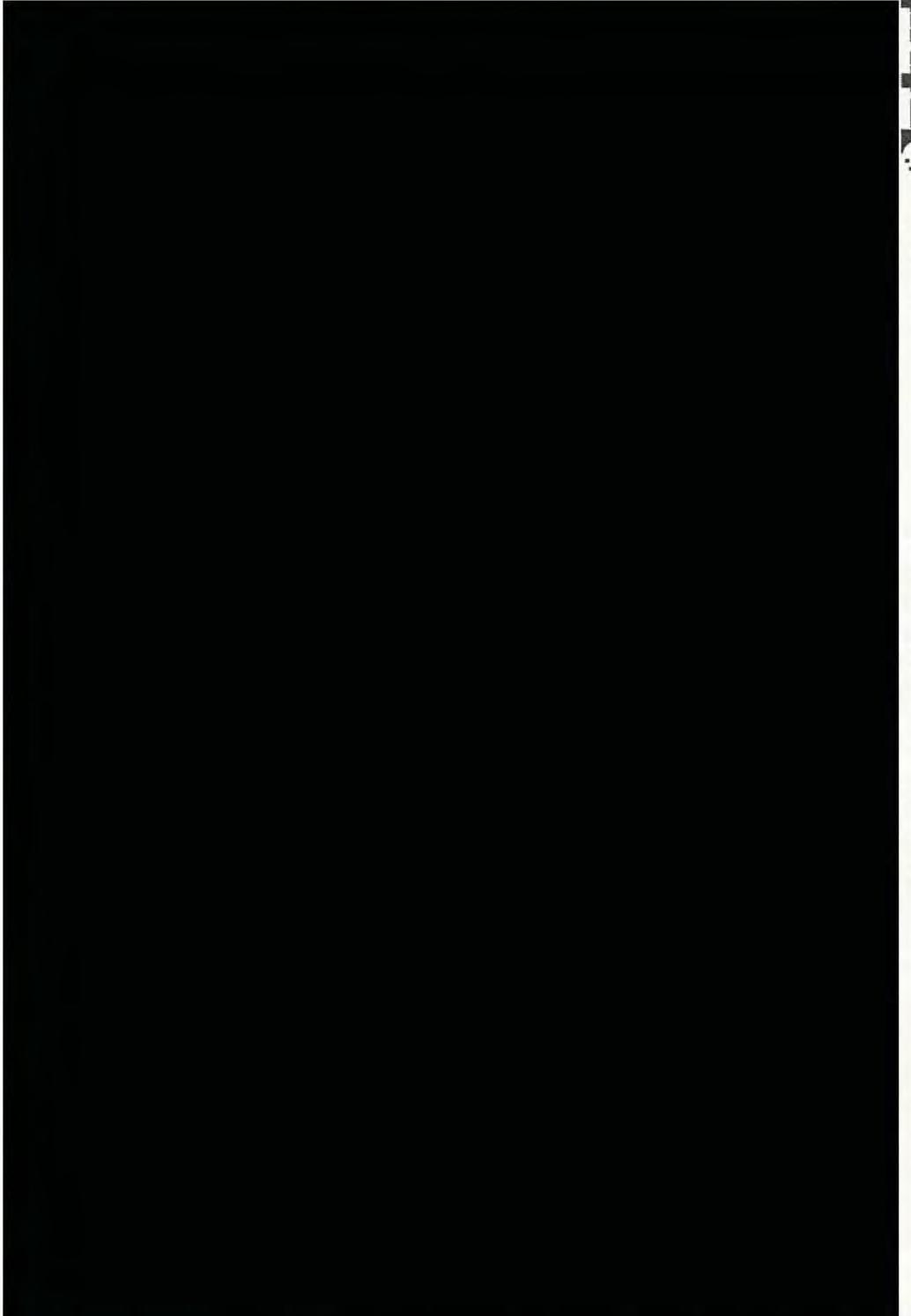
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QuickBase Resources

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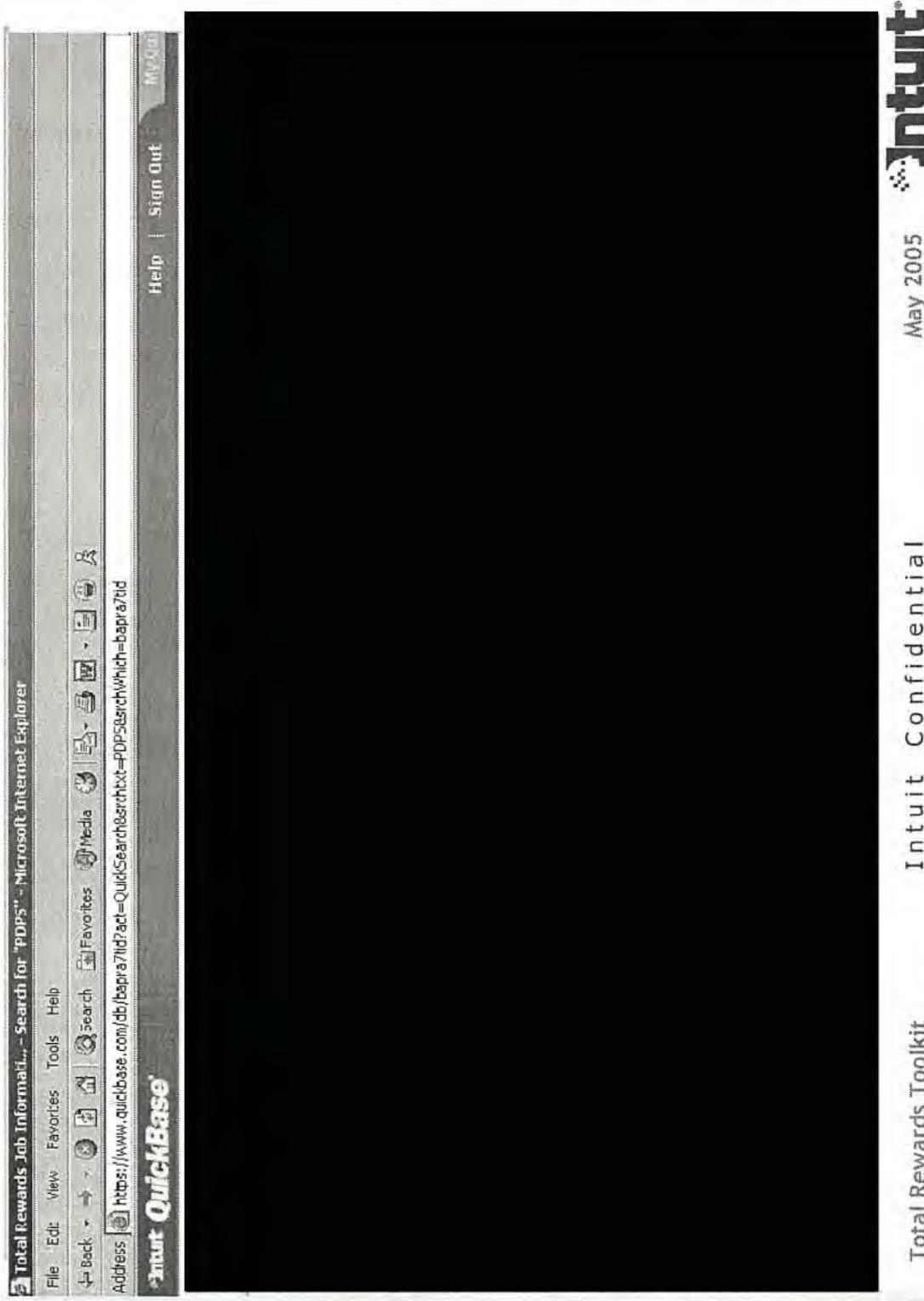
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Input: External Market Review

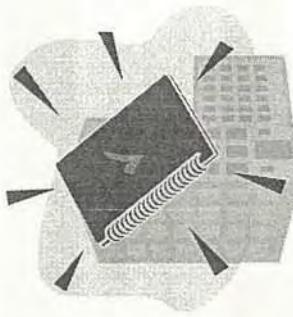


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5. Pay Decision Guidelines

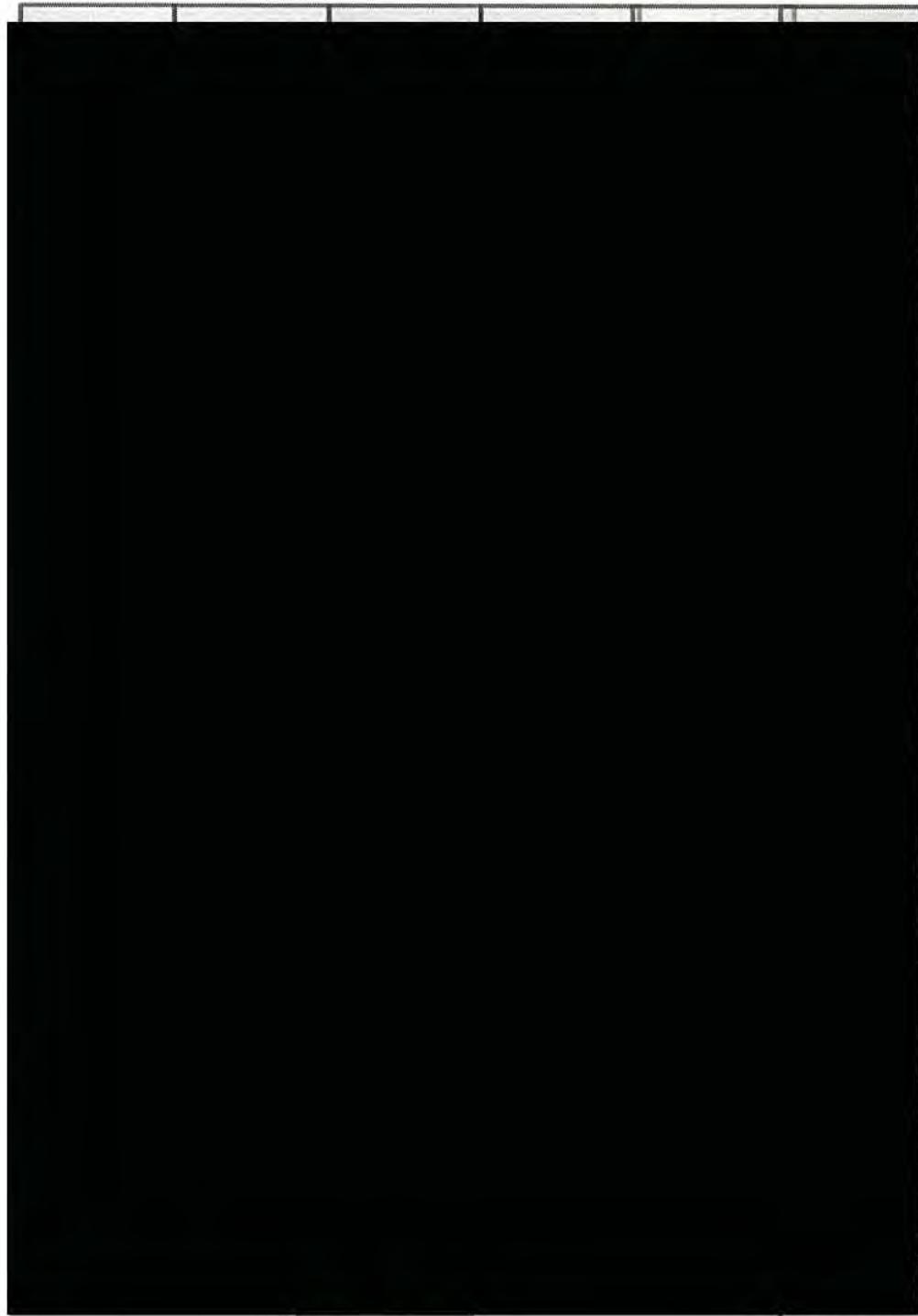


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6 Steps in Making an Effective Pay Decision



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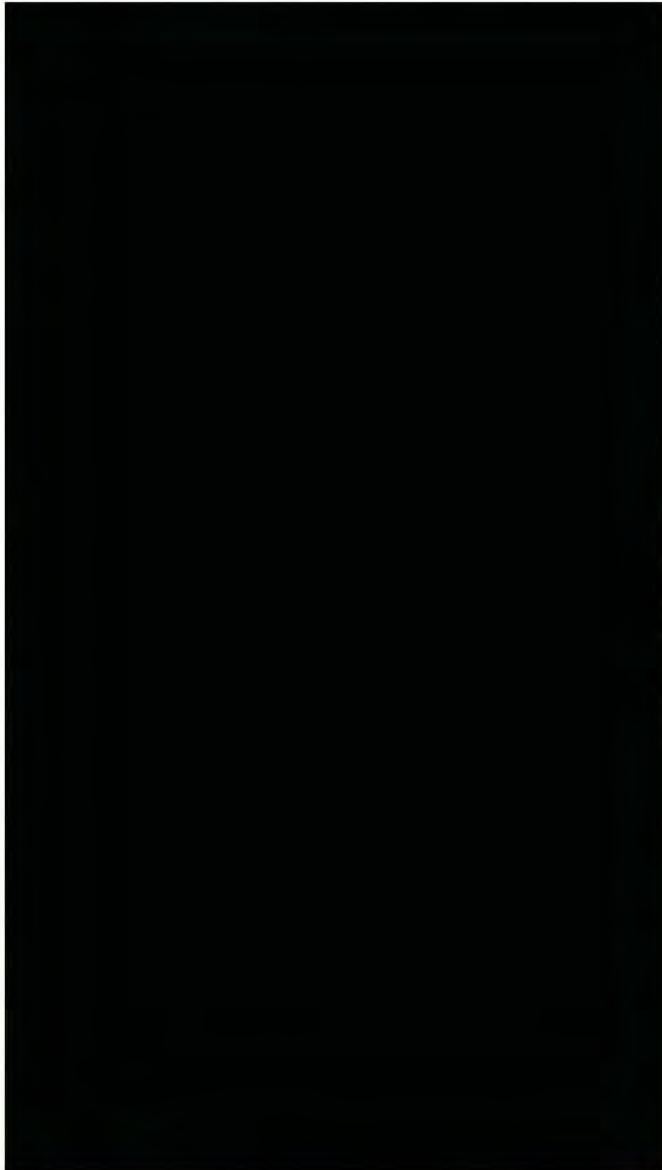
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Factors to Consider When Contemplating Pay Decisions



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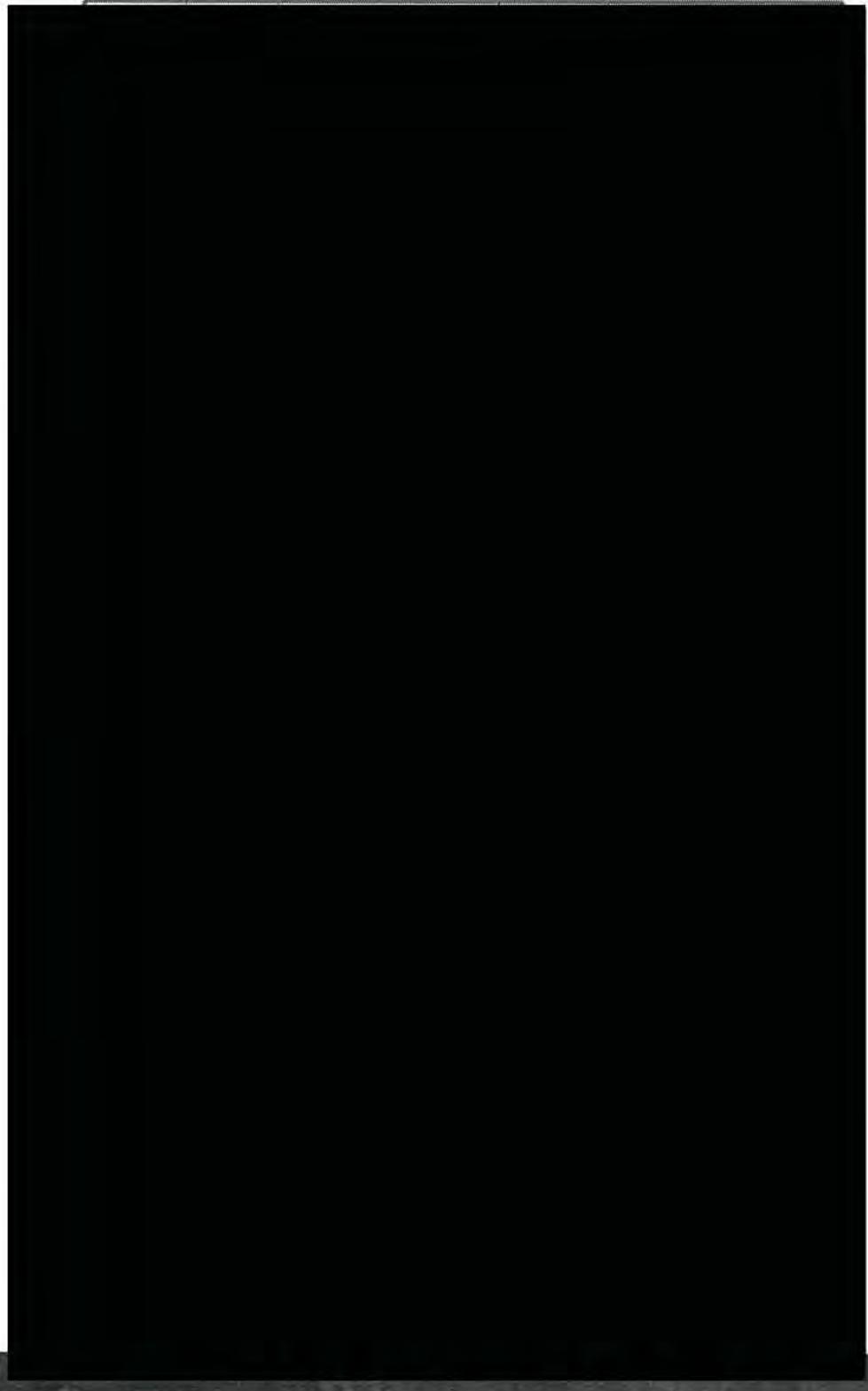
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Pay Decision Guidelines



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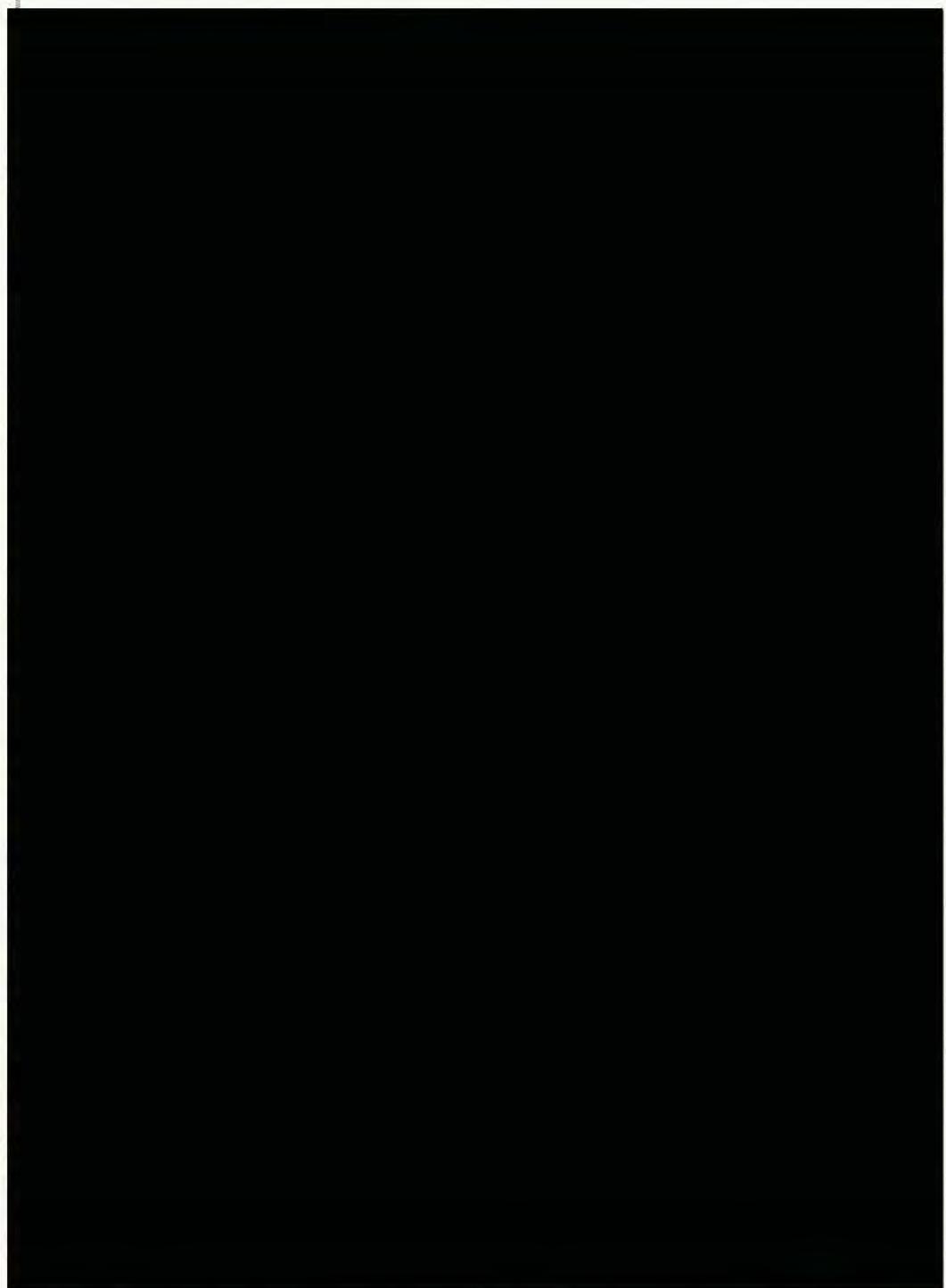
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Pay Decision Guidelines...Base Pay



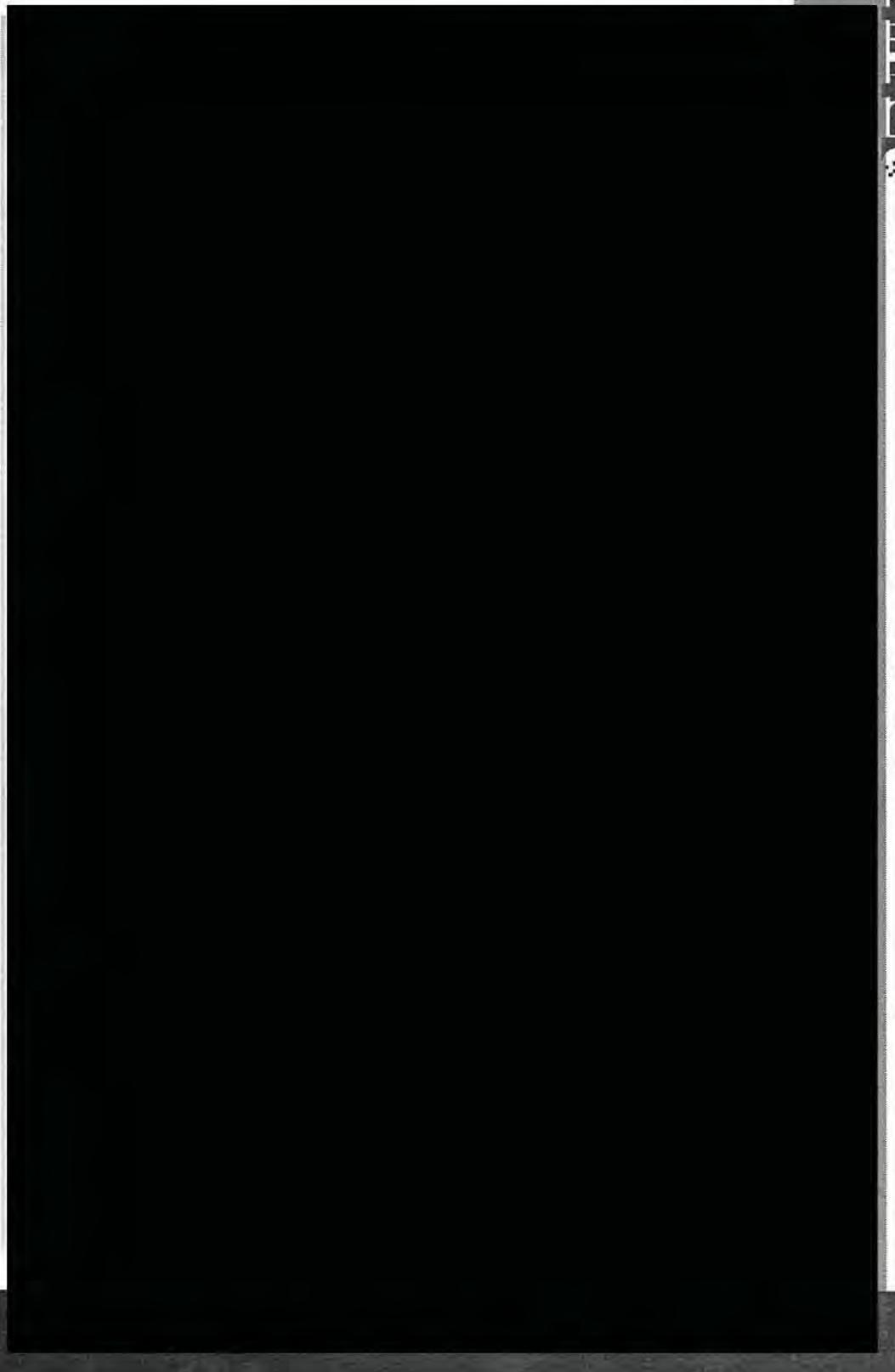
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Input: Performance Rating



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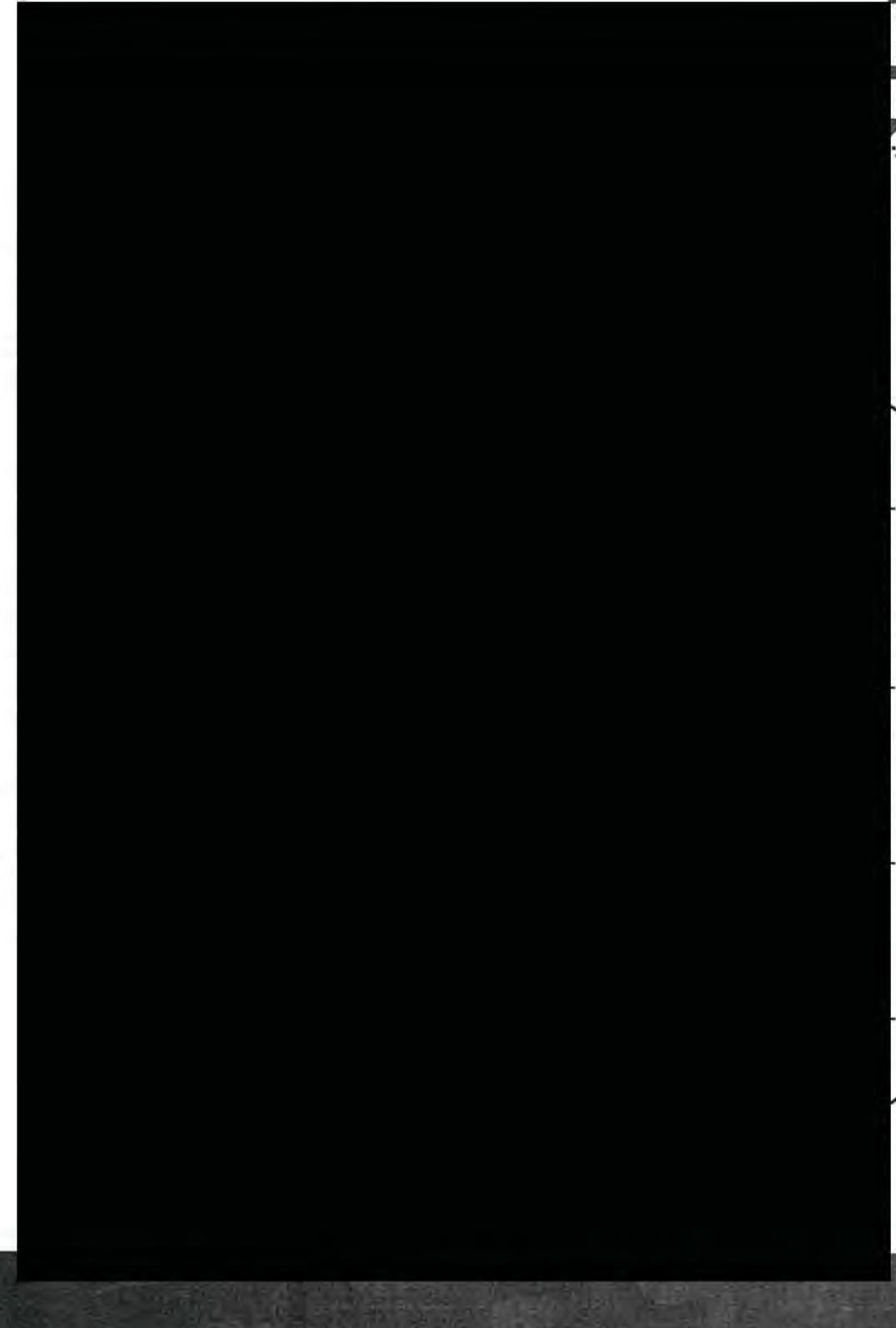
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Pay Decision Guidelines



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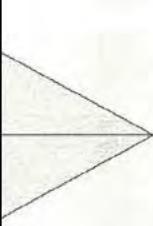
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Performance Rating



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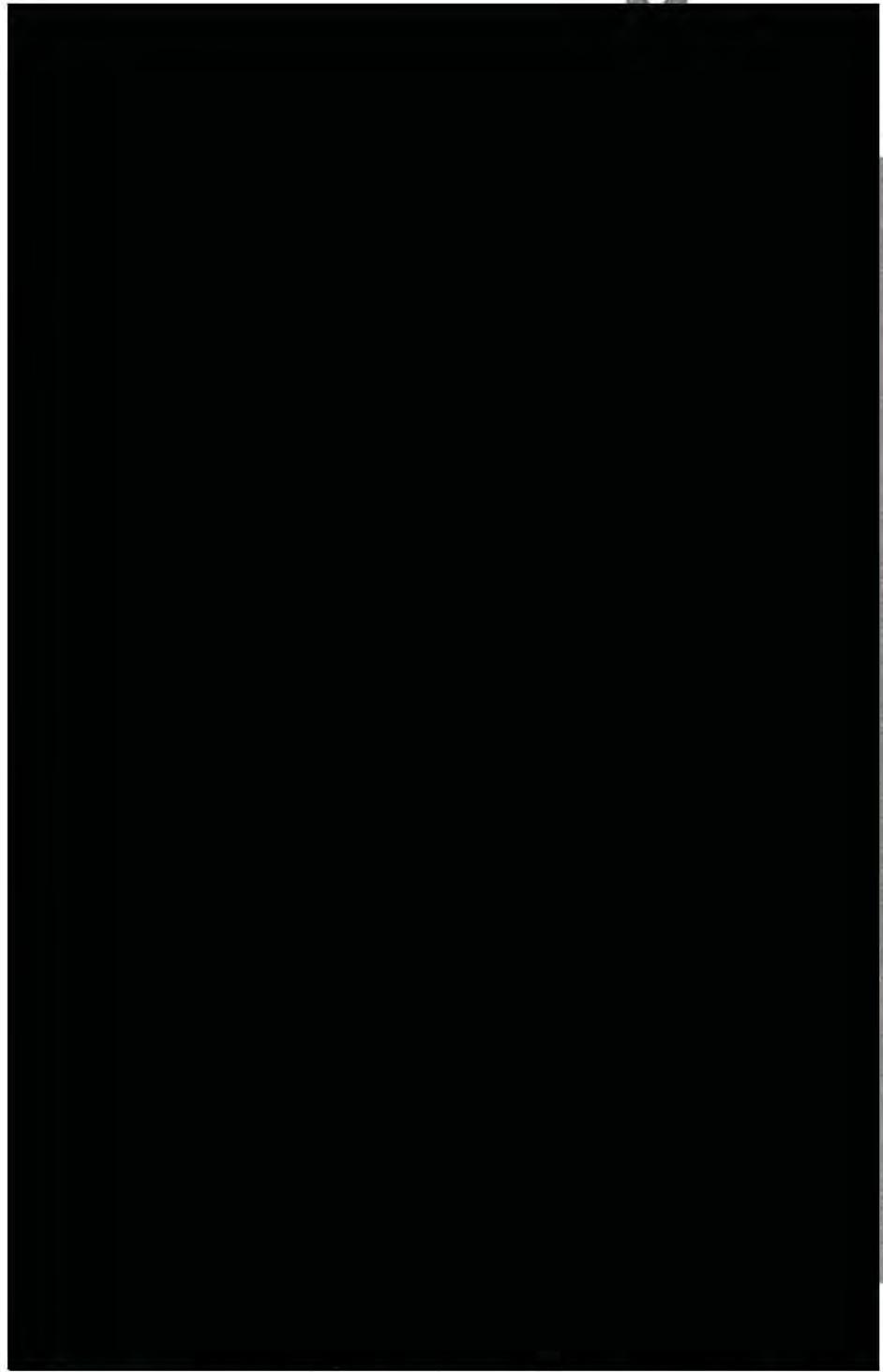
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Highest Performers → Rewards for Retention



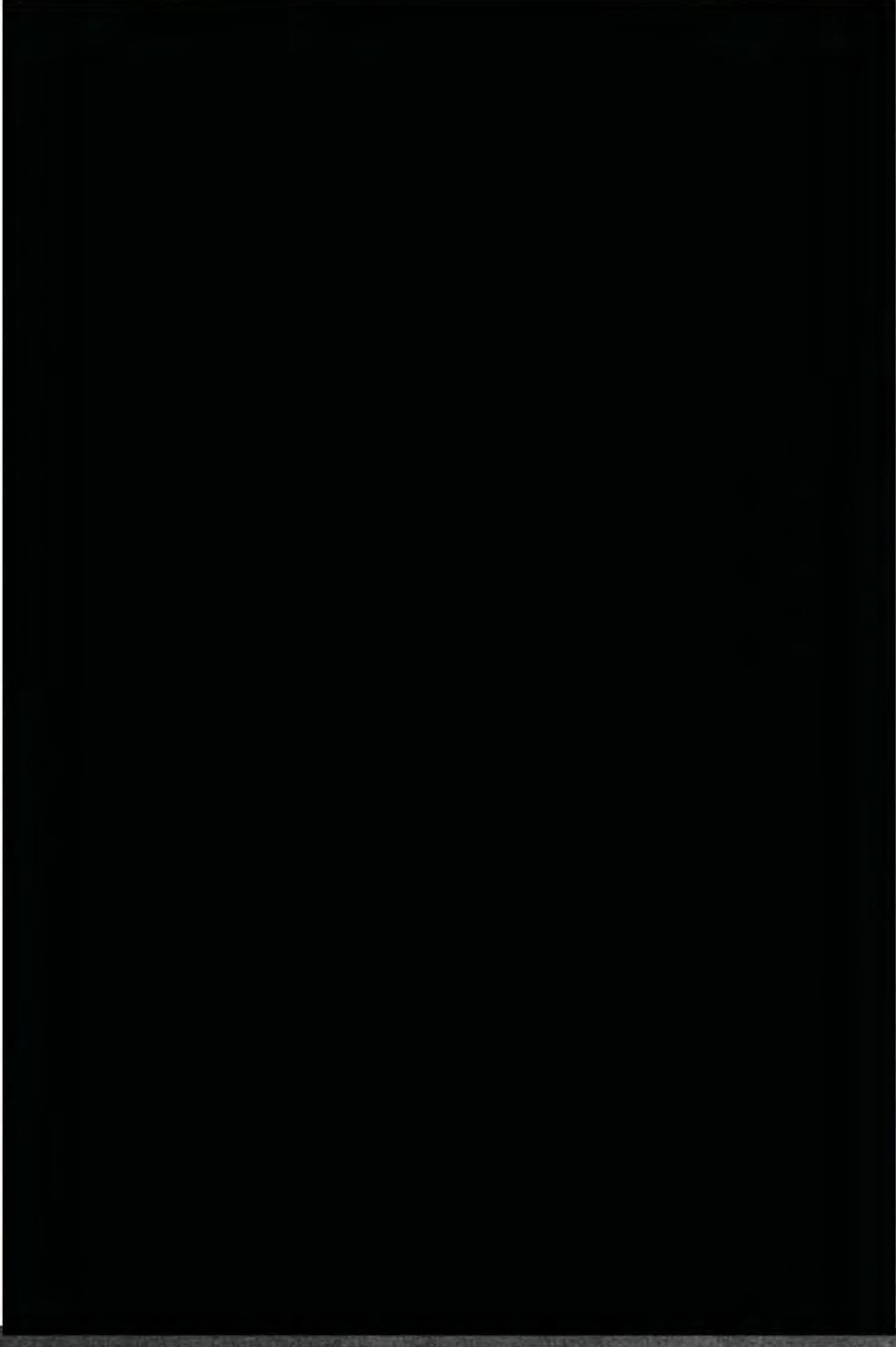
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How Do I Think About "Retention?"



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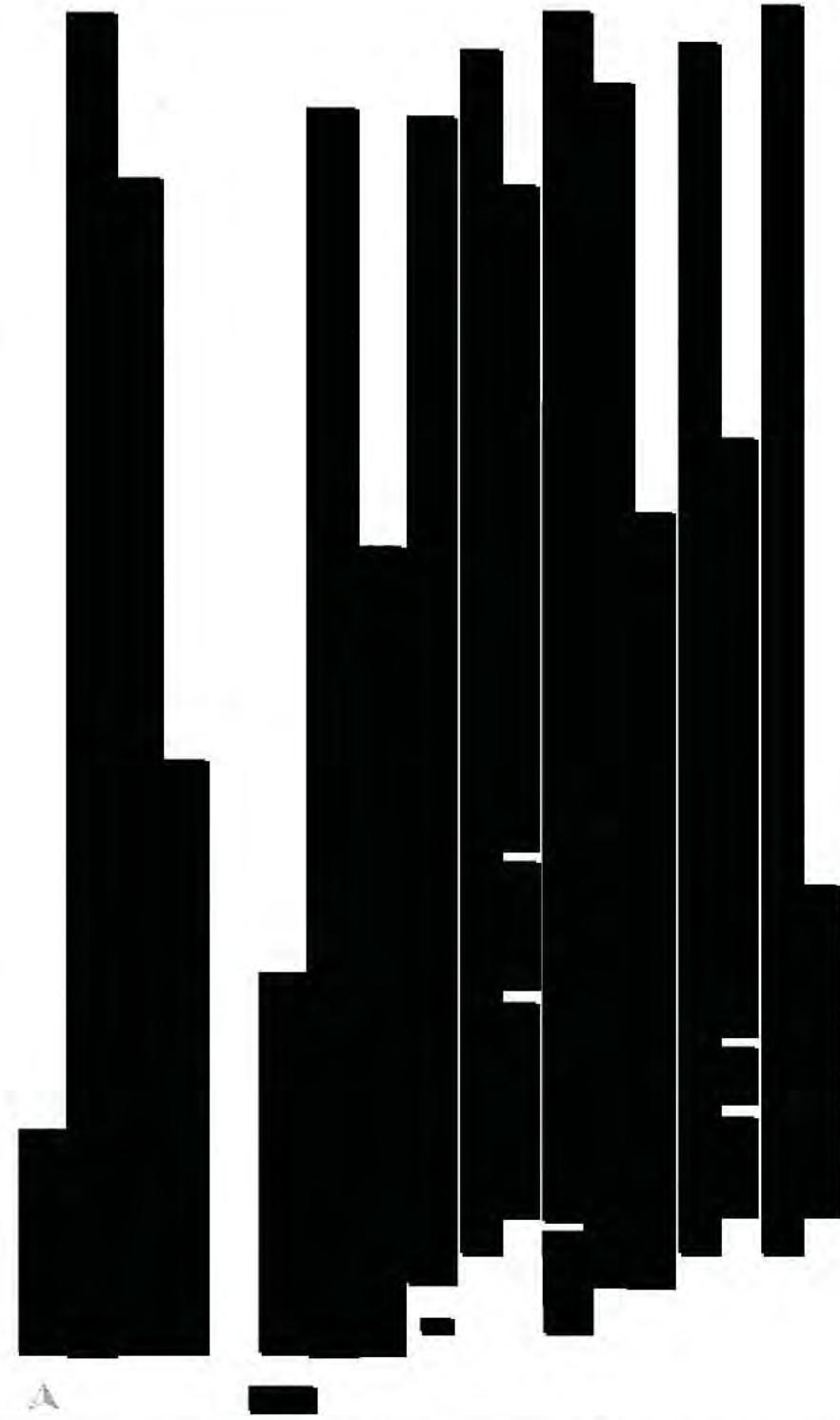
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Merit Increase Eligibility



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Job Mobility/Promotions



For more info, refer to Q&A's in Section 9.

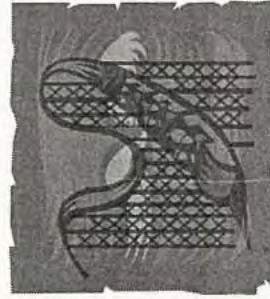
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6. Variable Pay

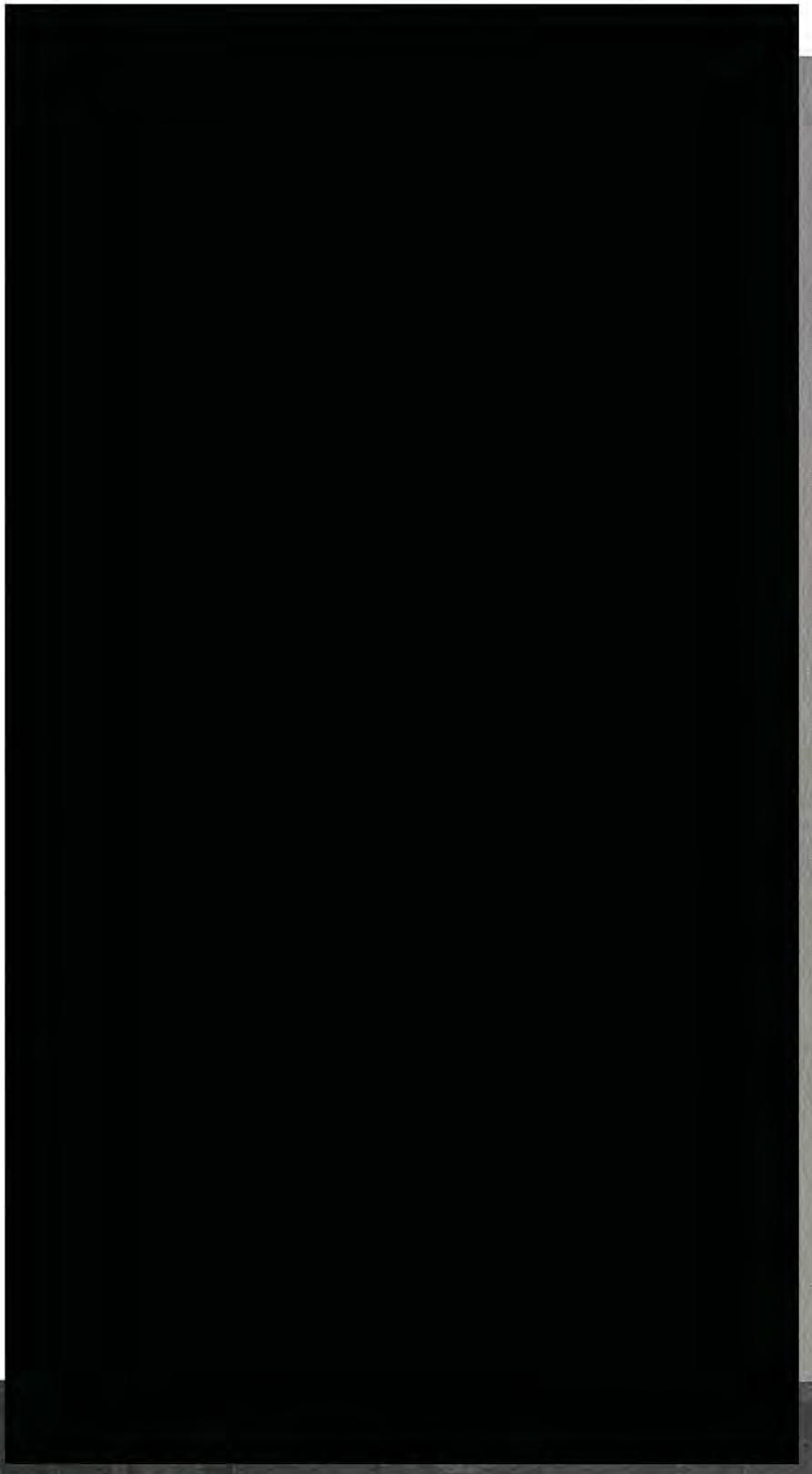


This section includes the IPI summary.
Refer to HR Web site for other plans, or
contact your manager.

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Variable Pay – Incentive Compensation



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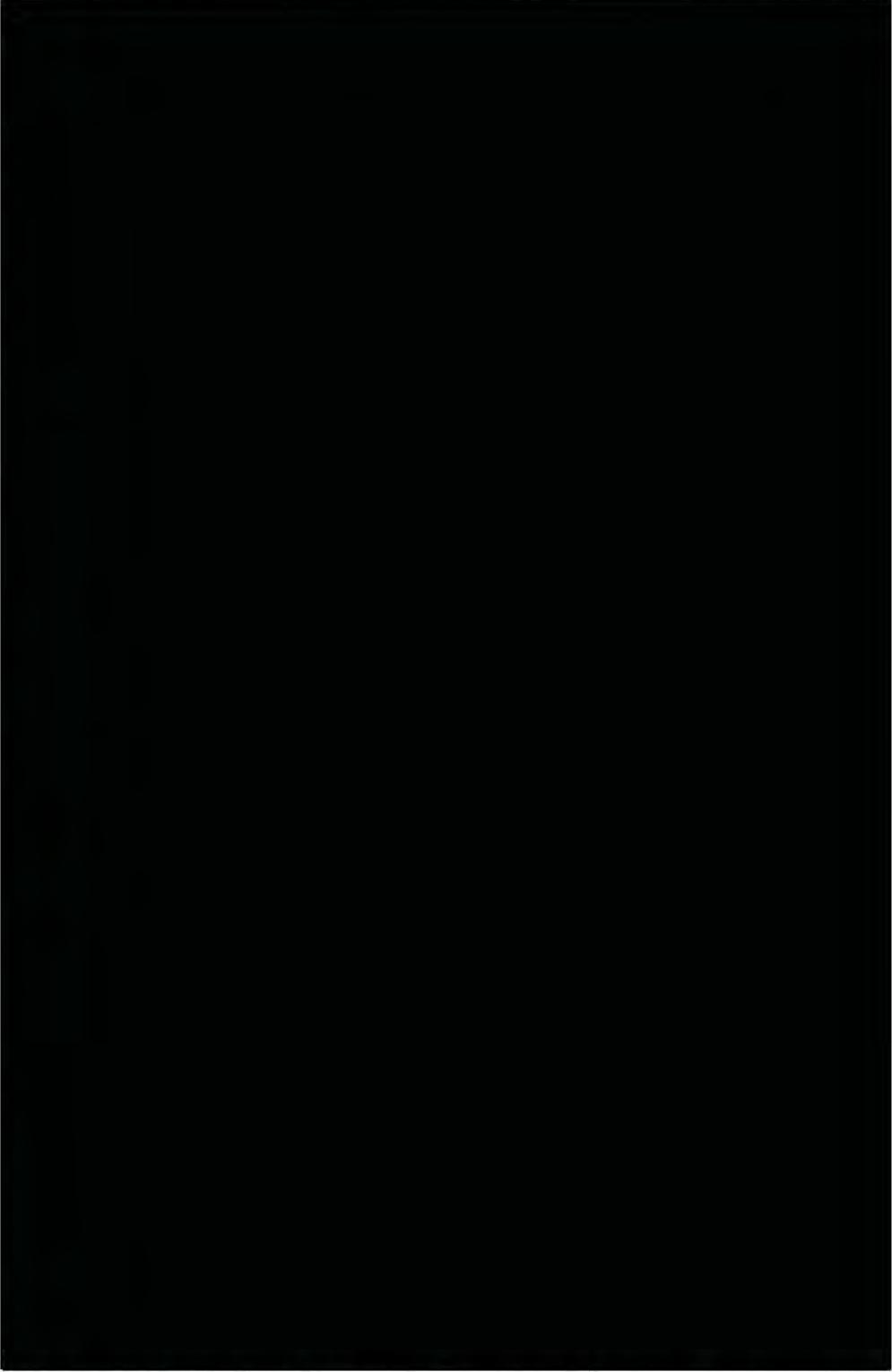
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FY03 IPI - Variable Compensation Logic



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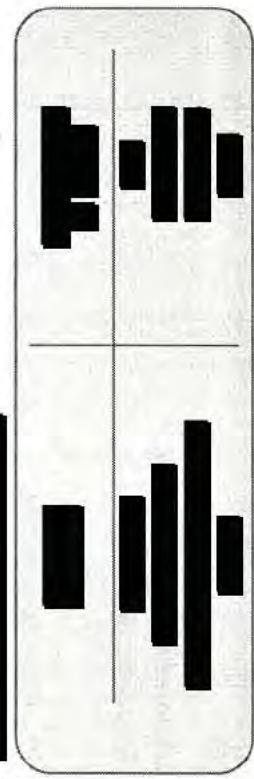
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Intuit Performance Incentive (IPI)

A Summary for Participants



Determining Bonus Payout



7. Recognition

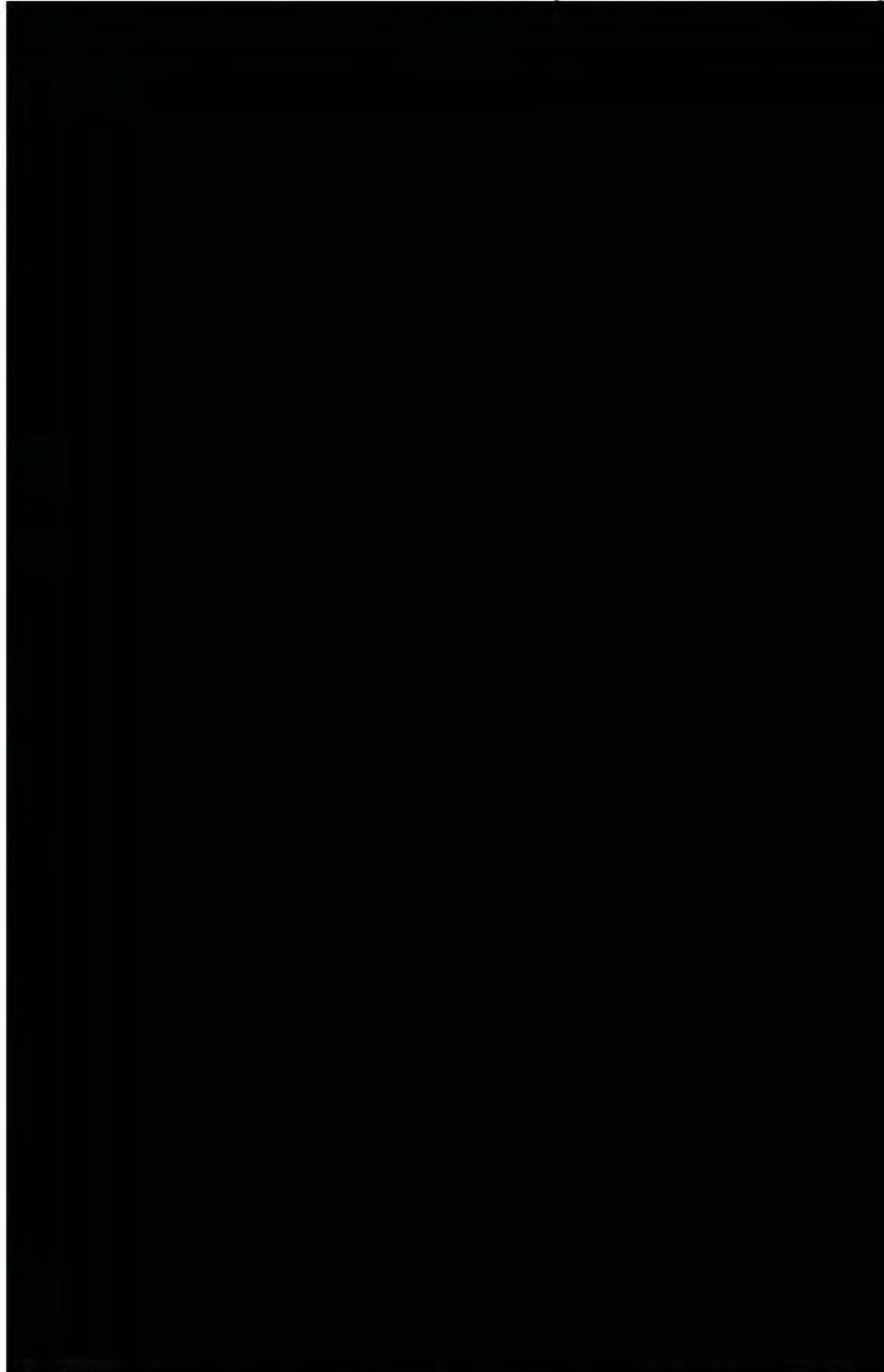


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Recognition is:



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Intuit Recognition Spotlight on Performance, Innovation & Service			
What is the Award?	Who Grants the Award?	What are the Criteria?	When?
Performance	Innovation	Service	

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Spotlight Recognition FAQ's

General

Q: What's new?



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FAQ's Continued

Web Site Info

Q: How do I access the Web site?

A: There are 2 ways to access the Web site: Through Intuit's Intranet (Total Rewards/Rewards) or by directly typing the URL:

http://intuitcentral.intuit.com/spotlight_recognition into your Internet browser.

Q: How do I know what my login and password are?

A: The Spotlight Recognition Tool is accessed using your Directory ID and password. If you have forgotten your Directory password, please go to the [Directory Tool Box](#) and click on "Forgot Password" and follow the instructions in resetting your password. If unable to login, please submit a ticket to the [Help Desk](#).

Q: When I try to login to the Spotlight Recognition Tool, I get an Internet explorer error. How can I resolve this issue?

A: This may be a browser cookie issue. Try the steps below:
Instructions to Remove IE Cookies:

1. Select "Tools"
2. Select Internet Options
3. Click Delete Cookies
4. Close the IE browser
5. Restart IE browser

FAQ's Continued

Q: Who has access the to Spotlight Recognition tool?

A: All employees in the US, Canada, UK Ltd and UK ITS can access the tool. Employees can browse the gift certificate options without being an award recipient.

[Sending Awards](#)

Q: How do I know what award level to send an employee?

Q: What are the award options for recognizing employees?

Q: Can anyone send recognition awards from our site?

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FAQ's Continued

Q: What if the person I want to recognize is not on the recipient list?

A: The list of eligible names is refreshed every week. Please contact AccessHR if the employee is not new, or in a temporary, contractor or consultant status.

Q: Can I recognize a temporary employee, contractor or consultant?

A: No. If you have questions about this policy, contact your local HR manager.

Q: How do I know I've successfully ordered an award?

A: An award confirmation will be sent via email when a successful award order has been placed. This confirmation will include all details of the order for your records.

Q: Do I need my manager's permission to send an award?

FAQ's Continued

Certificate Redemption (a recipient's view):

Q. How does an employee redeem their award certificate?

A. You can link directly to a redemption site to redeem your award. Alternatively, you can redeem by contacting Customer Service.

Q. Can a recipient redeem for more than one gift certificate with their award?

A. Yes. Recipients can redeem multiple gift certificates up to the value of their award(s).

Q: Can I "buy-up" using my own personal funds?



Q: I'd like to print my award, but the images don't print. How do I fix this?

A: Please follow the steps below:

1. Choose "Tools" menu from Internet Explorer main menu.
2. Choose "Internet Options".
3. Choose "Advanced" tab in "Internet Options" window.
4. Tick on the "Printing background colors and images" options in the "Printing" group option if it's not ticked on.
5. Click "OK" on the "Internet Options" window.

FAQ's Continued

Award Shipping Info

Q: How long does it take for a recipient to receive the award merchandise they have ordered?

A: Gift certificates generally take between 3-7 days to arrive. If you redeem your award for an online retailer, it will be sent to you the same day so you can begin shopping immediately.

Q: What if an award arrives damaged or defective?

A: The award recipient can contact Globoforce Customer Service.

Q: Does my award expire?

A: Yes. You must redeem your award within 1 year from the date it is issued.

Q: Are awards taxed? If so, how?

A: Yes. All cash awards will be reported in the employee's W-2 as taxable income , as will all non-cash awards OVER \$100 in a calendar year also. (Note: Service Awards are non-taxable.)

Q: Are awards grossed up?

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FAQ's Continued

Help

Q: Whom do I contact when I need help?

A: The customer service department at Globoforce is available for any questions you have about your program. You may reach them via email at customerservice@globoforce.com or by phone:

Country	Telephone Number	Hours of Operation
USA	1 866 294 2290	Mon-Sat 4am-4am EST
Canada	1 866 299 8308	Mon-Sat 4am-4am EST
UK	0845 0800 572	Mon-Fri 9am-5:30pm GMT

Further, AccessHR can be reached internally at 13333, toll-free at (800) 819-1620 or by emailing AccessHR@intuit.com

Q: A recipient's certificate is lost or deleted...what do I do?

A: Log into the website, go to the "Redeem an Award" section and check in the "my awards" section. All unredeemed awards are stored here.

8. Stock Options



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Stock Option Guidelines

Effective July 1, 2003

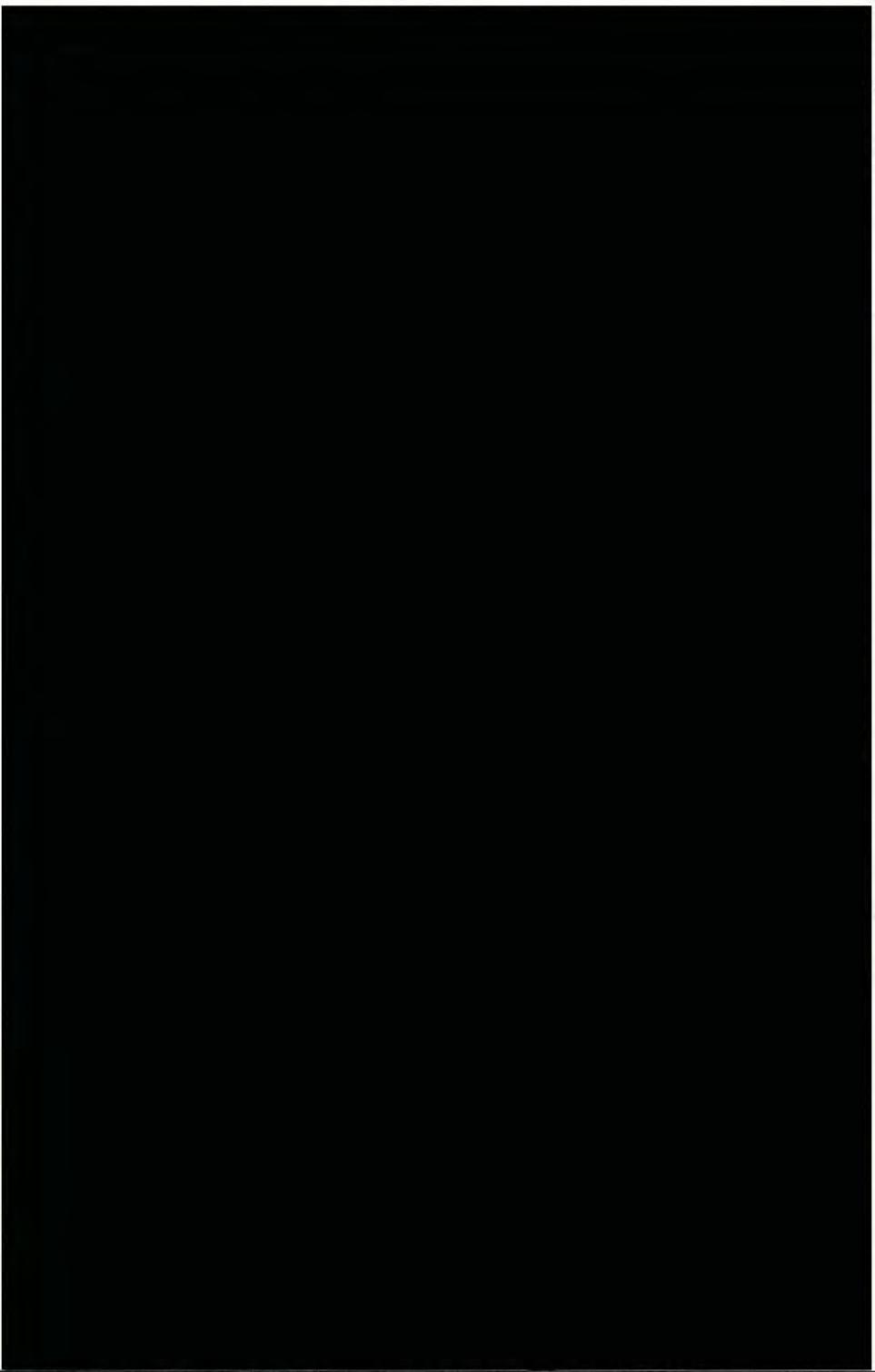
Making the most of your investment...



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Introduction



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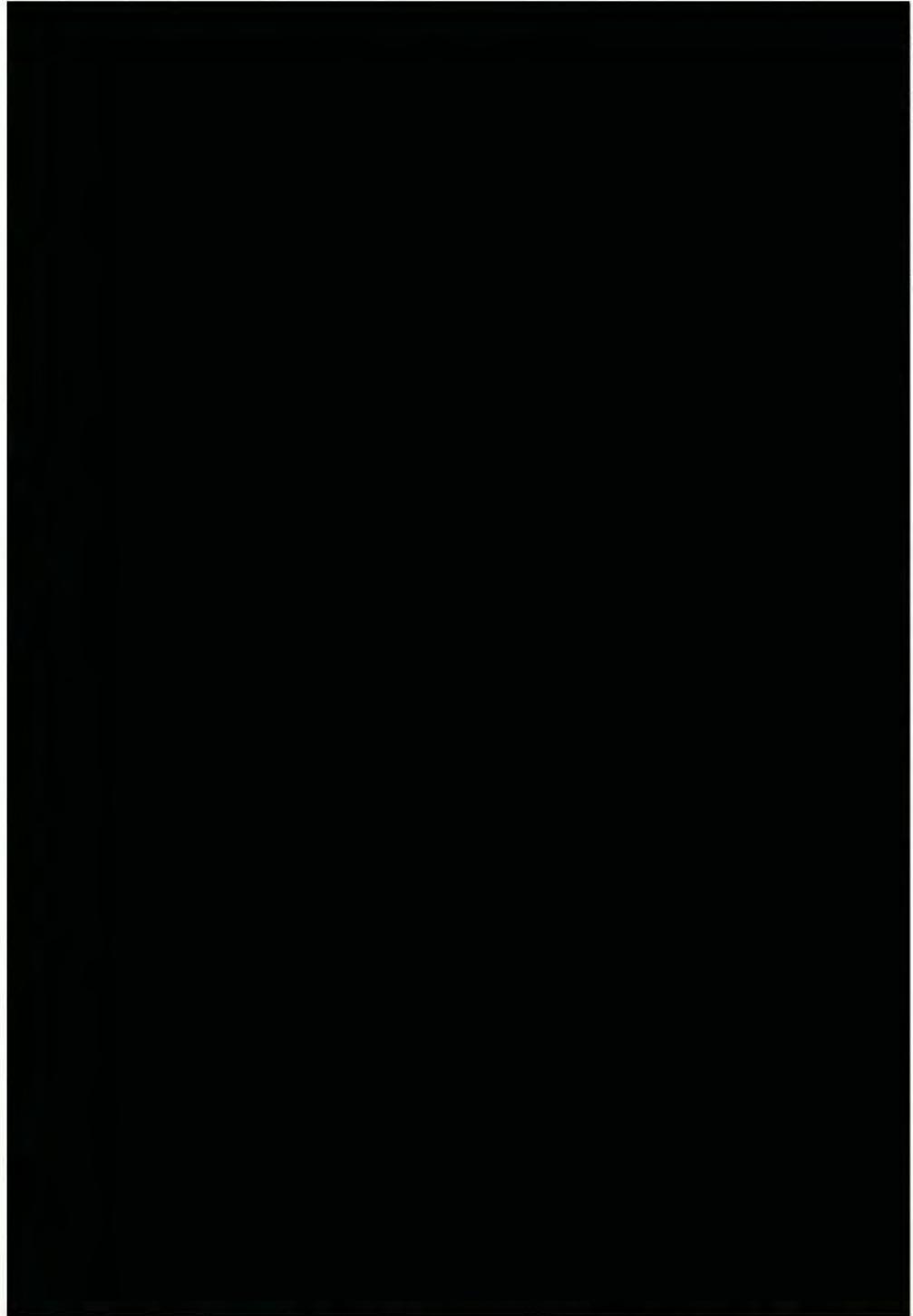
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Role of Stock Options



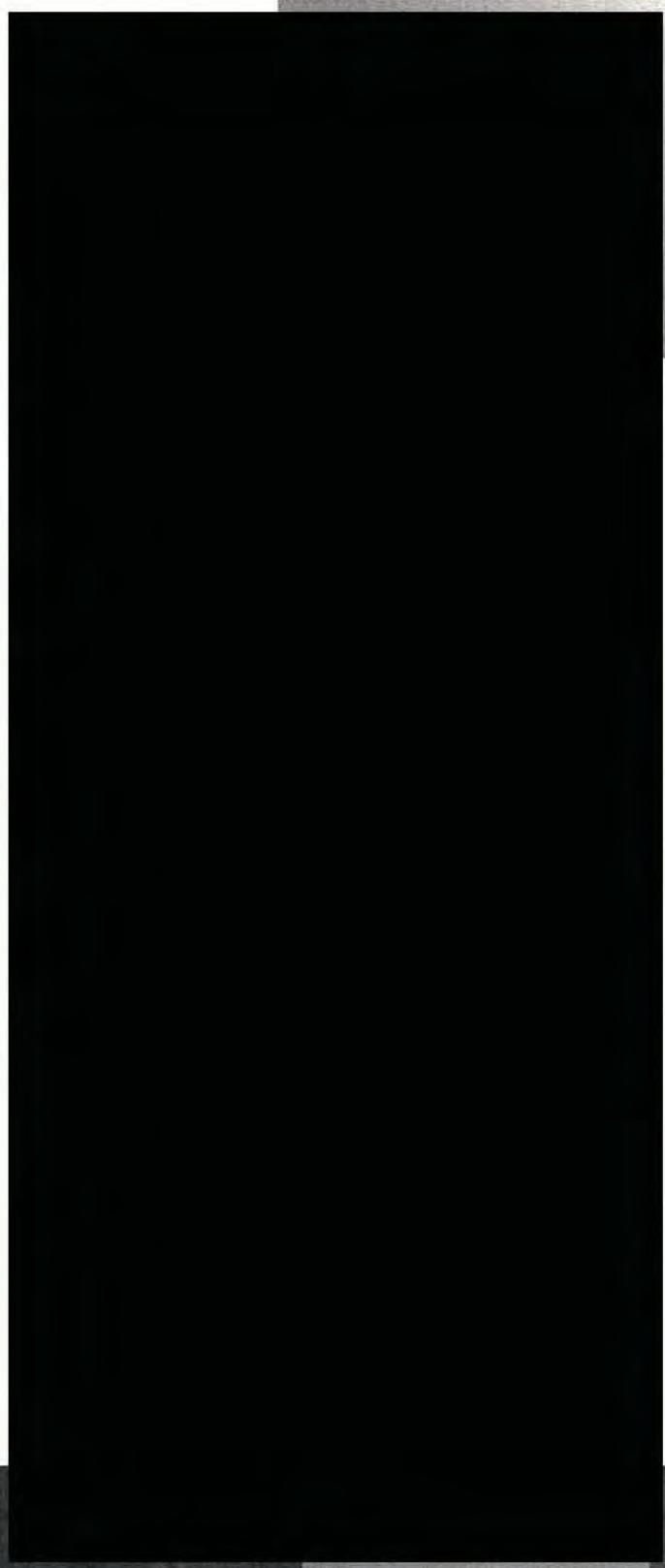
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Stock Options Today....



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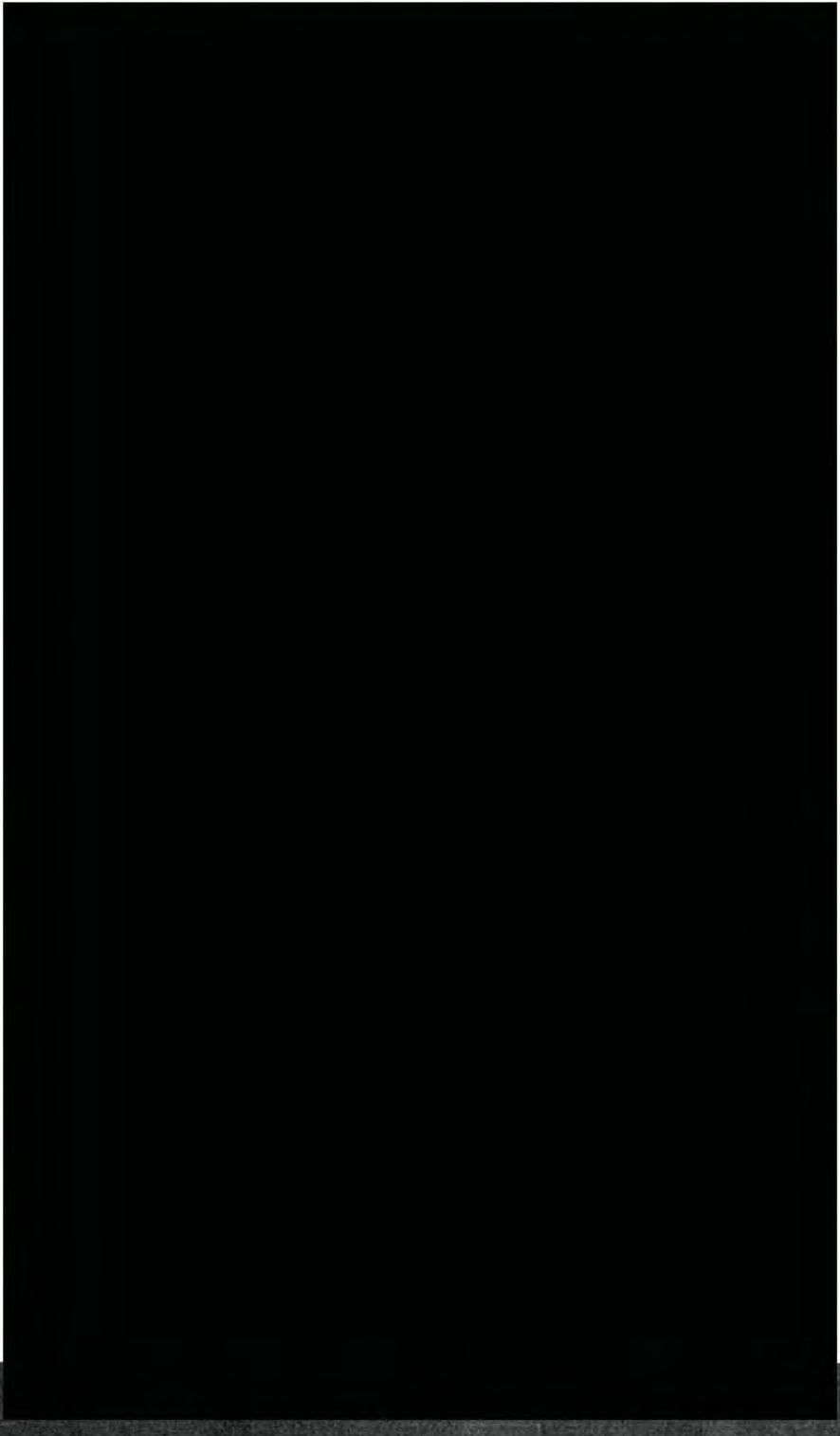
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Stock Options Today....



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Stock Options Today....

DILUTION: Example

- There are a 1,000 total shares outstanding in ABC Company
- I buy 100 shares of ABC Company for \$25,000; I now own 10% of the company
- Company initiates an employee stock option program
- The program increases share count by 5% annually; as a result of the increase in total shares outstanding...
 - In 10 years my 100 shares is only 6.1% of the 1,629 total shares outstanding
 - In 20 years it is 3.8% of 2,653 total shares outstanding

Stock Options Today....

DILUTION: Example (continued)

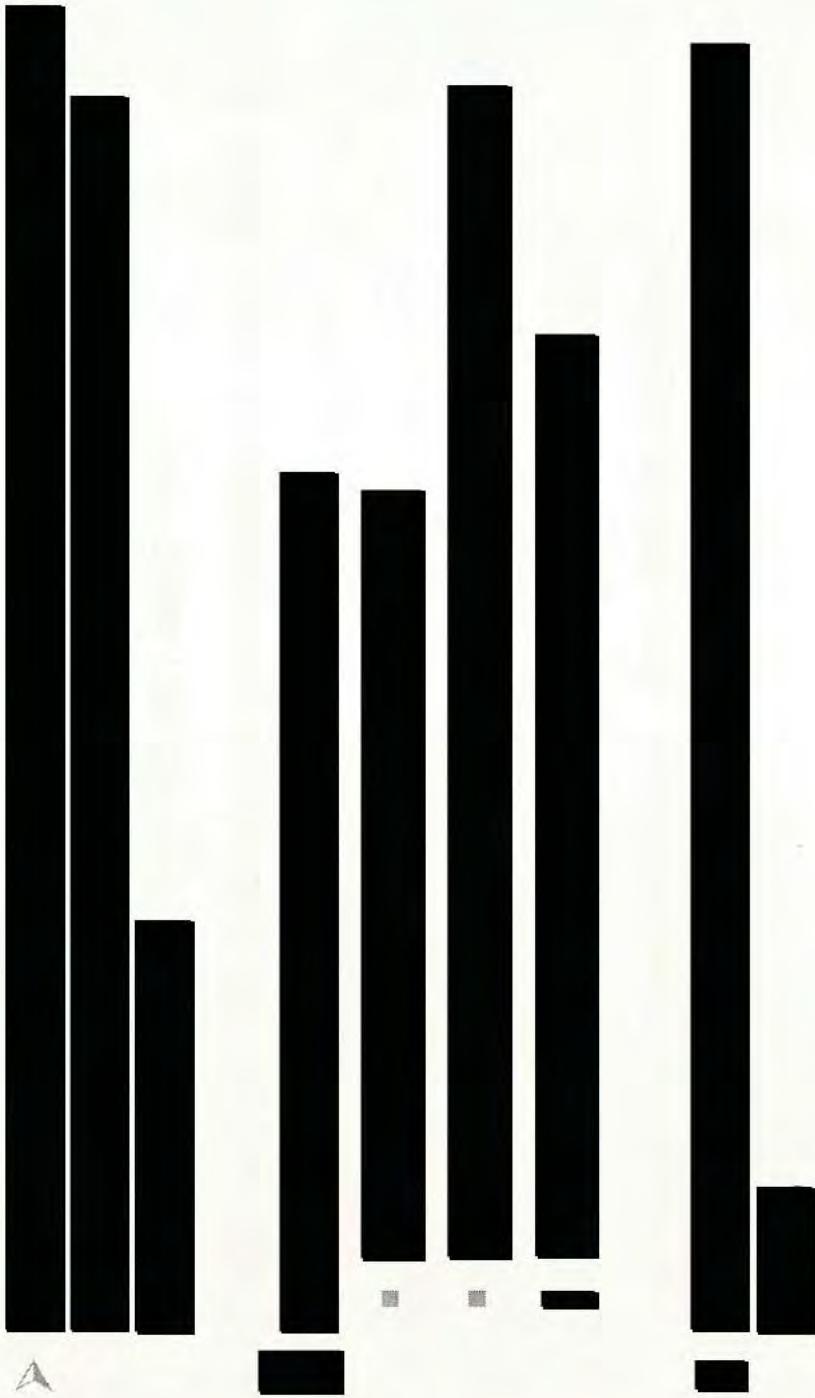
➤ My return as a shareholder is reduced dramatically as a result of the employee option dilution

➤ If the value of the company doubles in 10 years:

- If no employee options were granted my holdings would be worth \$50,000 (\$25,000-initial investment X 2)
- With option dilution, my ownership in the company has decreased from 10% to 6.1%. My \$25,000 investment is now worth \$30,500, versus \$50,000
- The difference, \$19,500, went to employees.

Impact of dilution on
shareholder value is significant

Stock Options Today...



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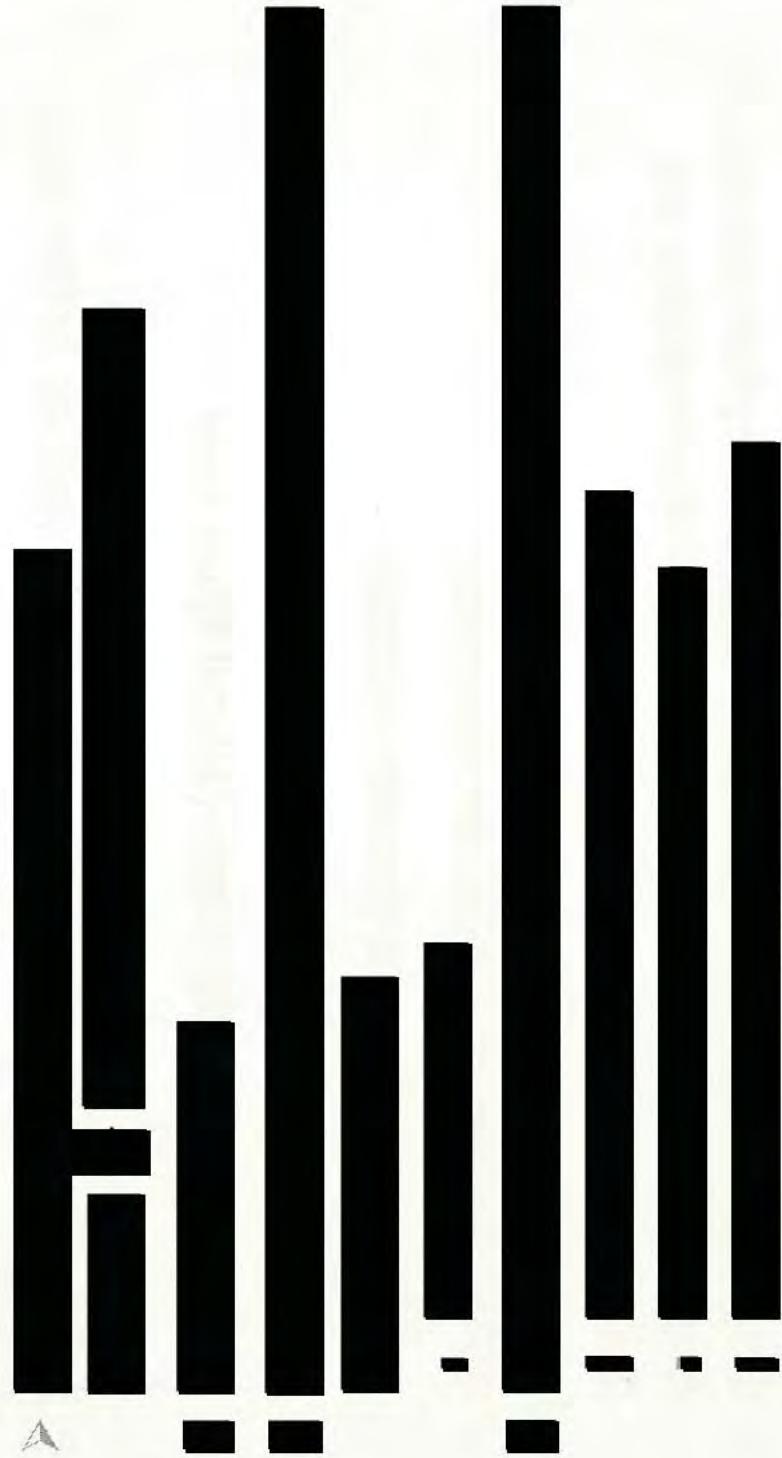
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Intuit's Strategy



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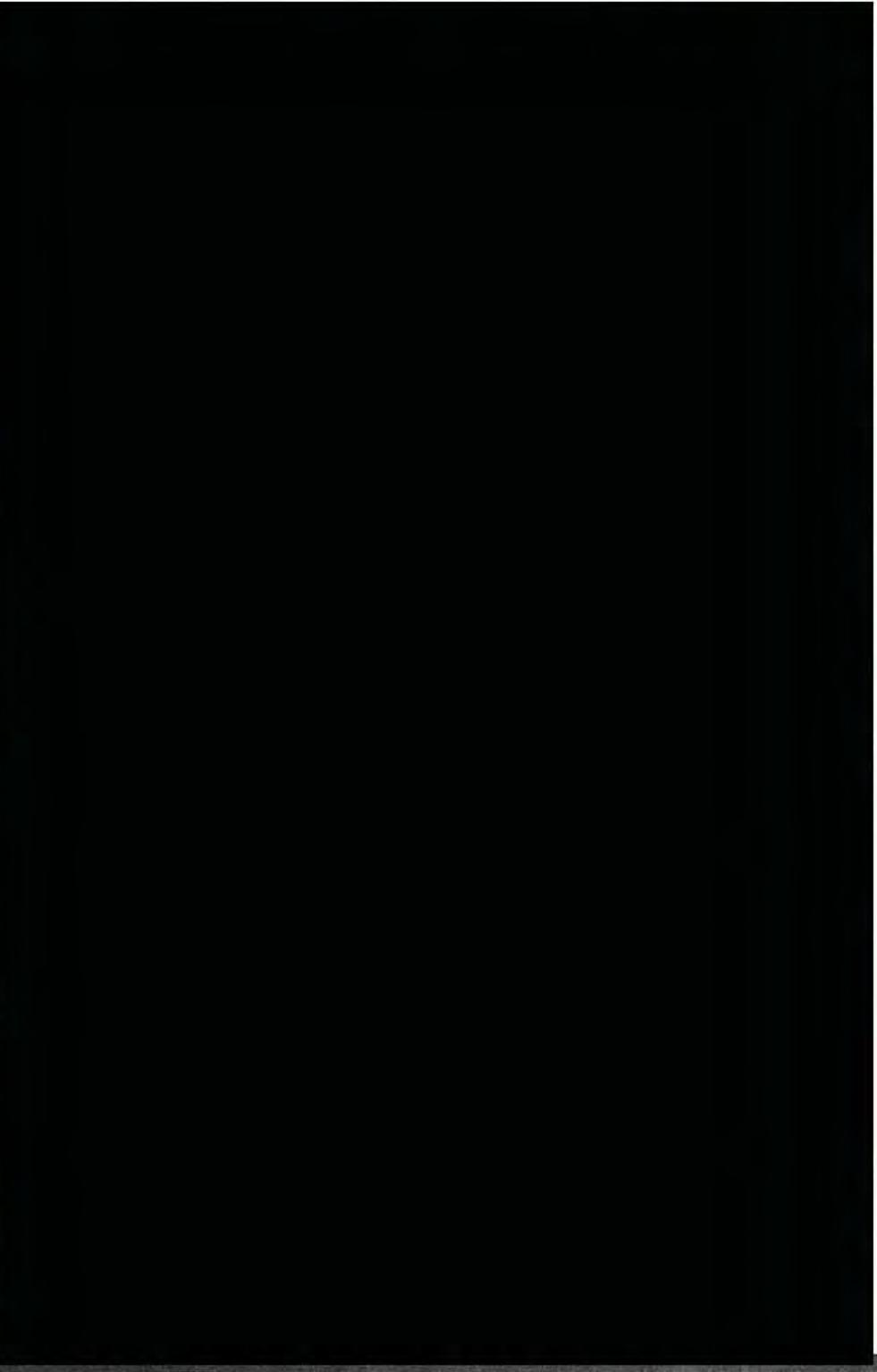
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The Role of Manager/Leader

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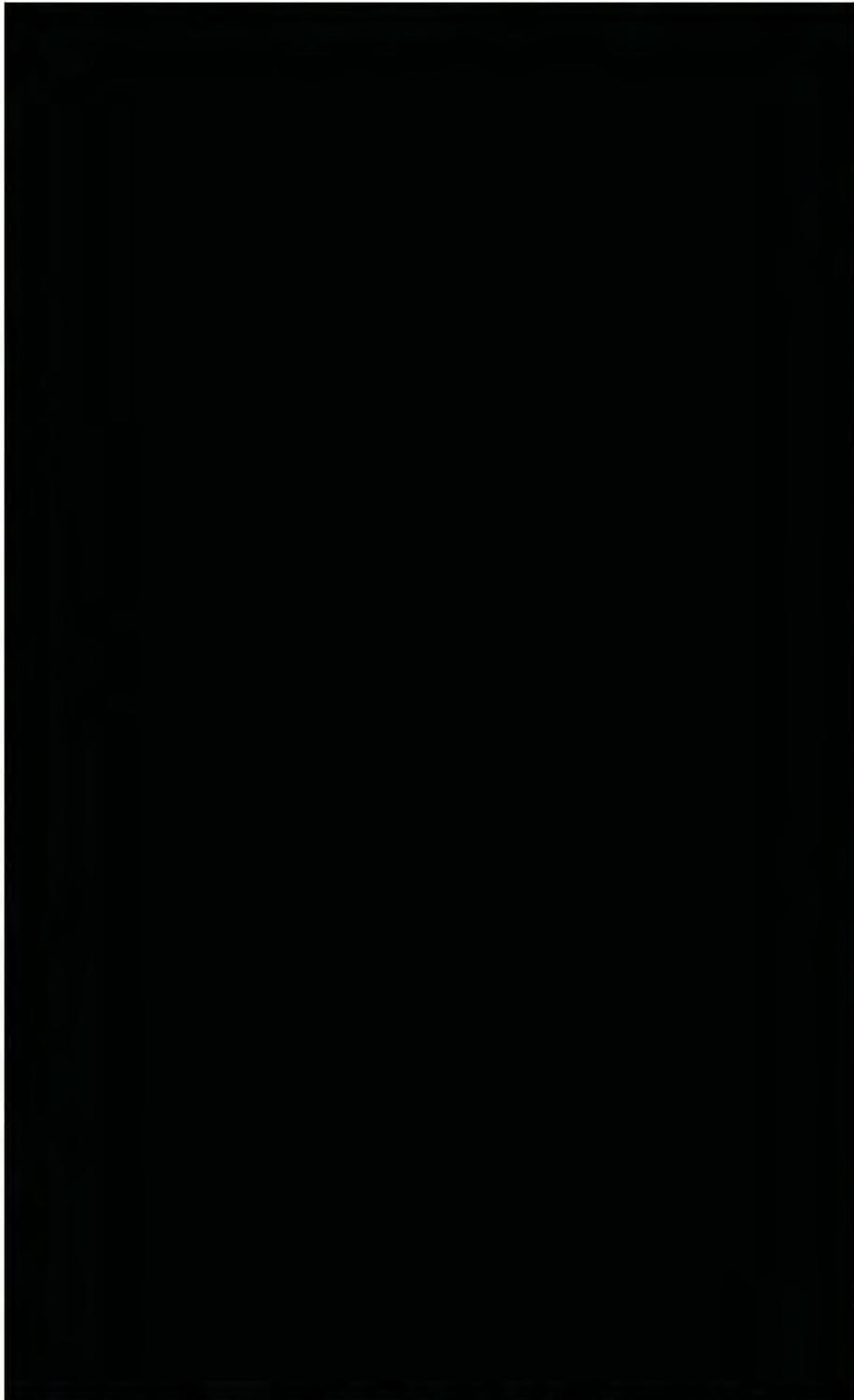
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Making Stock Option Decisions



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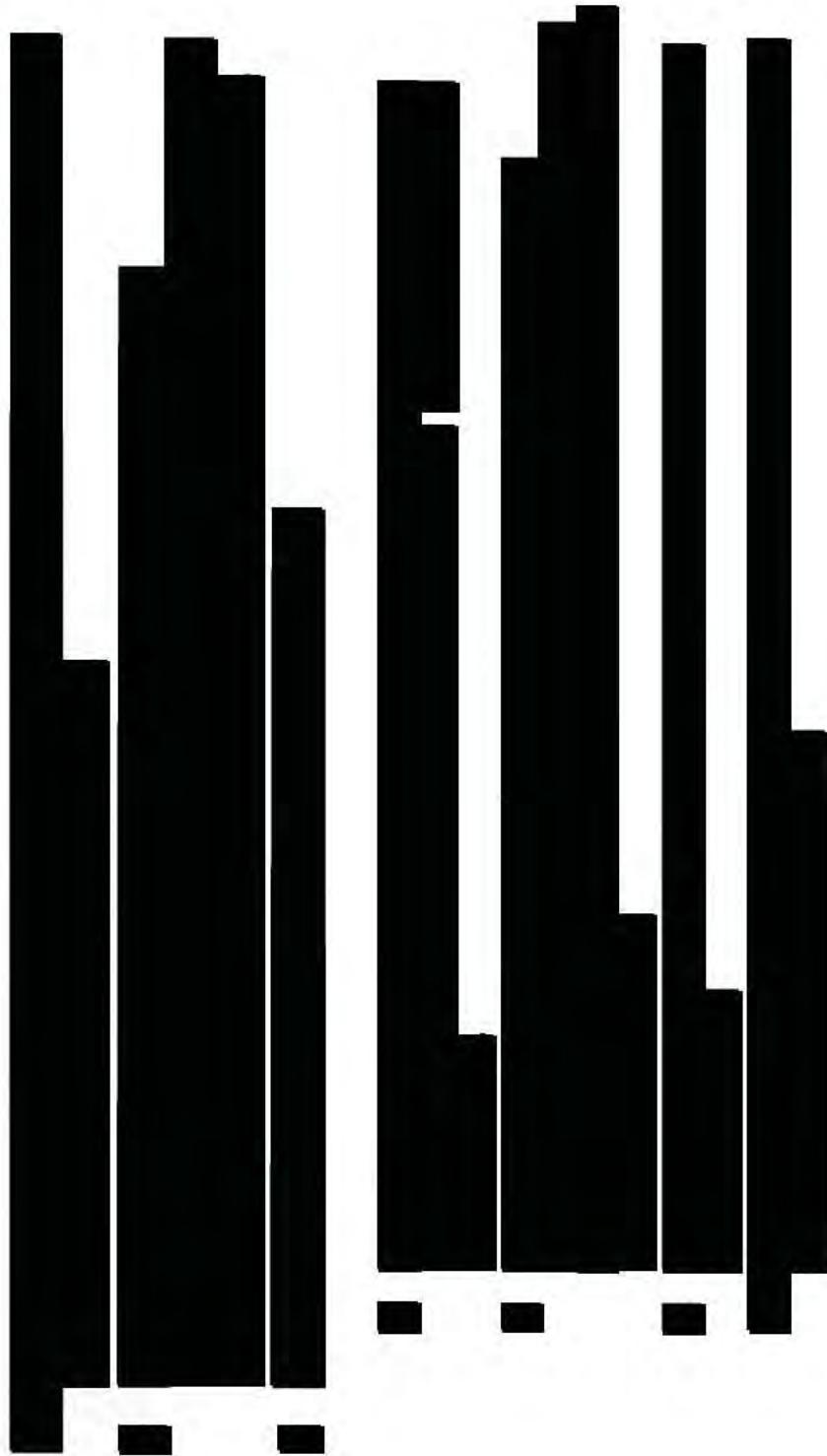
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Grant Process for New Hires



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New Hire Guidelines

Effective July 1, 2003



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New Hire Guidelines Introduction



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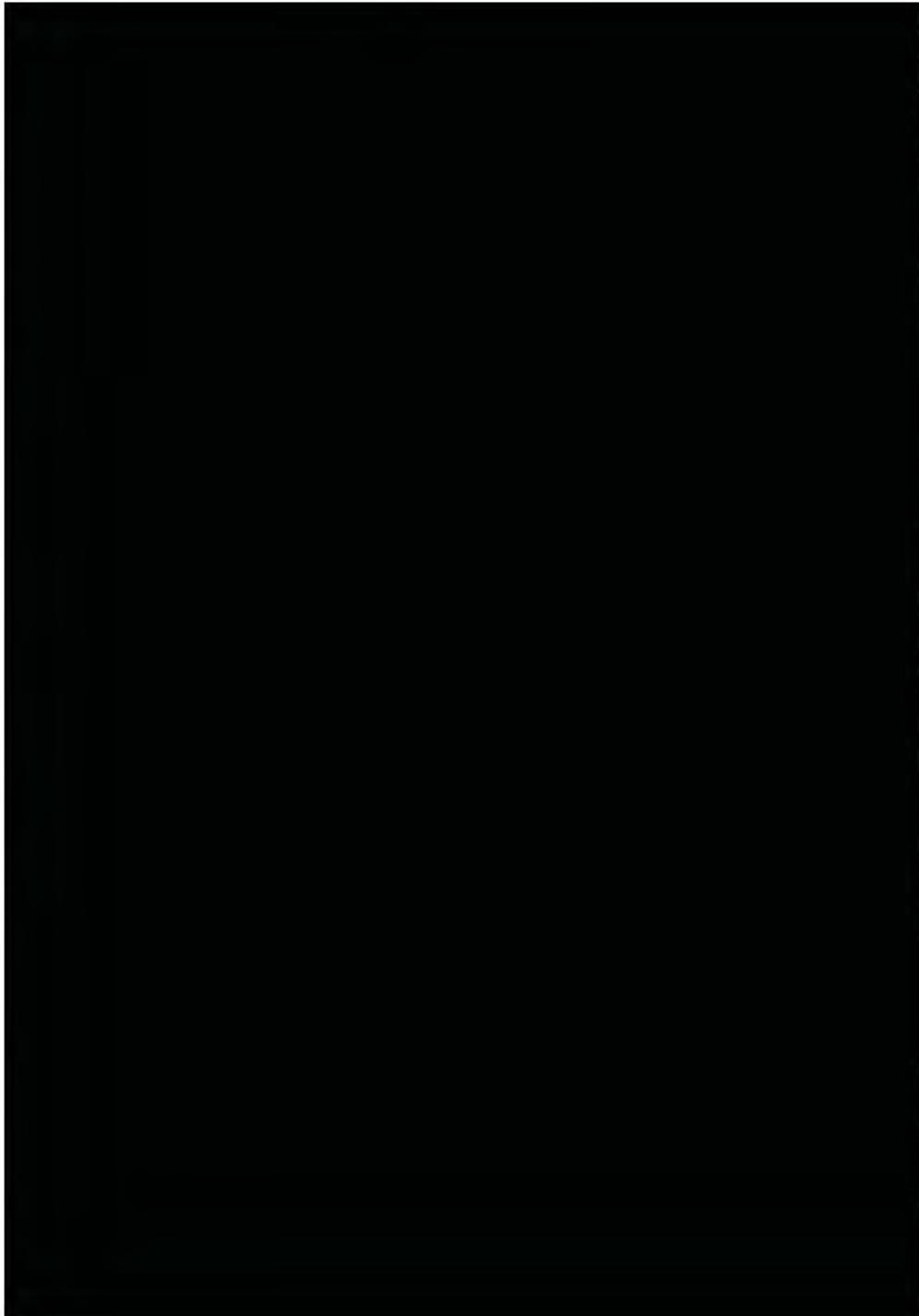
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New Hire Guidelines (*Effective July 1, 2003*)



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New Hire Guidelines (Effective July 1, 2003)

Hourly (Non-Exempt) Employees Guidelines for All Zones



* Note: For all new hires, the "starting point" for offers is the lower end of target range.

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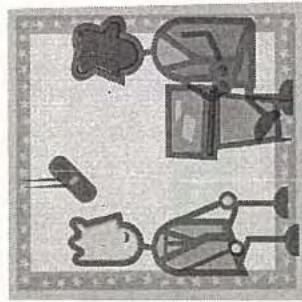


Additional Information

- To review FAQs on stock options you can visit Intuit's Legal website:
<http://home.intuit.com/legal/stock/faqs.shtml>
- For an overview of the different methods to exercise options visit Intuit's compensation website:
http://home.intuit.com/hr/compensation/downloads/stock_options_101.doc

FAQ'S

9. Job Changes/Hiring



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Job Mobility

FAQ's

**Common Q & As Regarding Compensation
Issues For Job Changes & Hiring:
Q: What Is An Appropriate Pay Action For A Job Change?**

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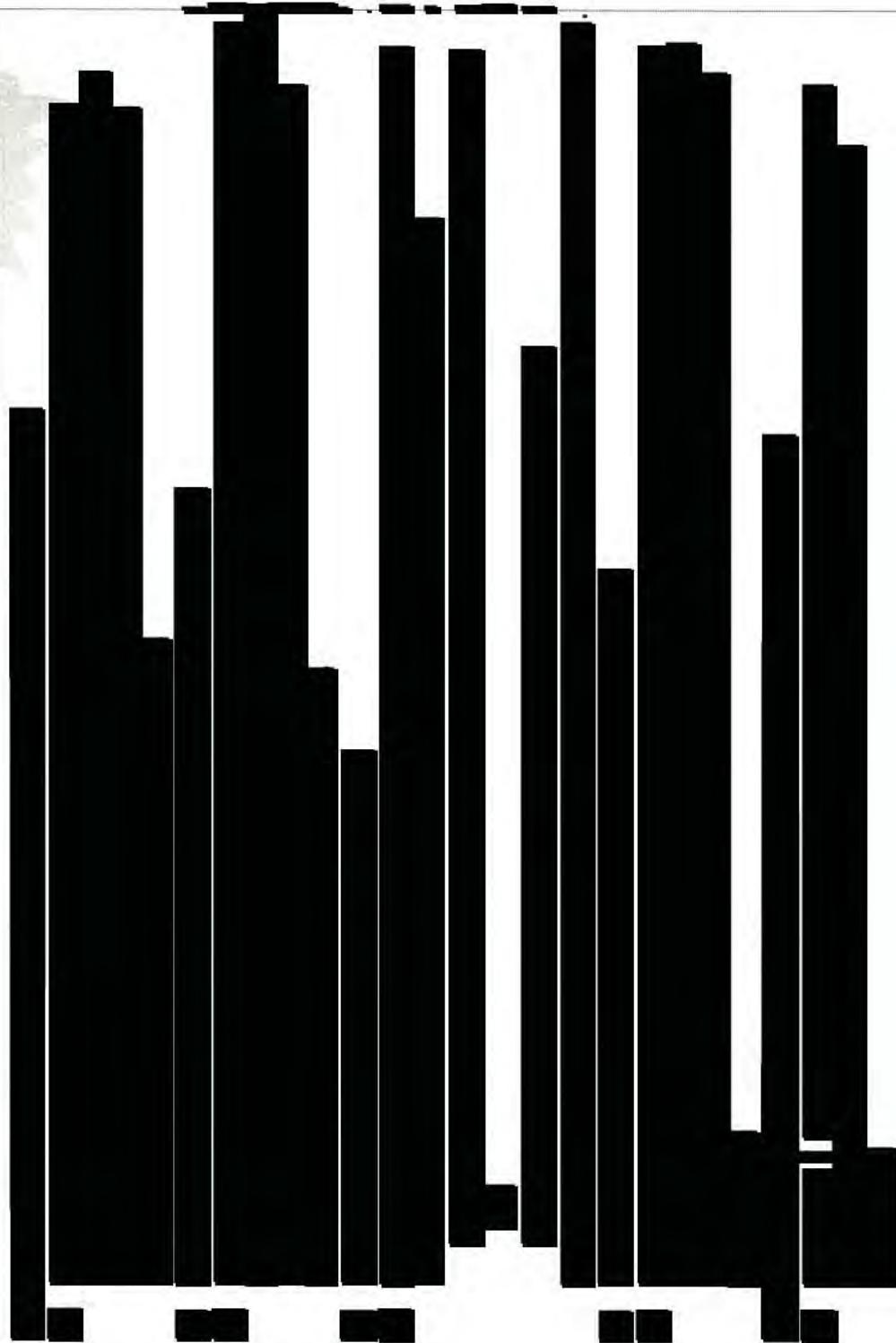
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Job Mobility

FAQ's



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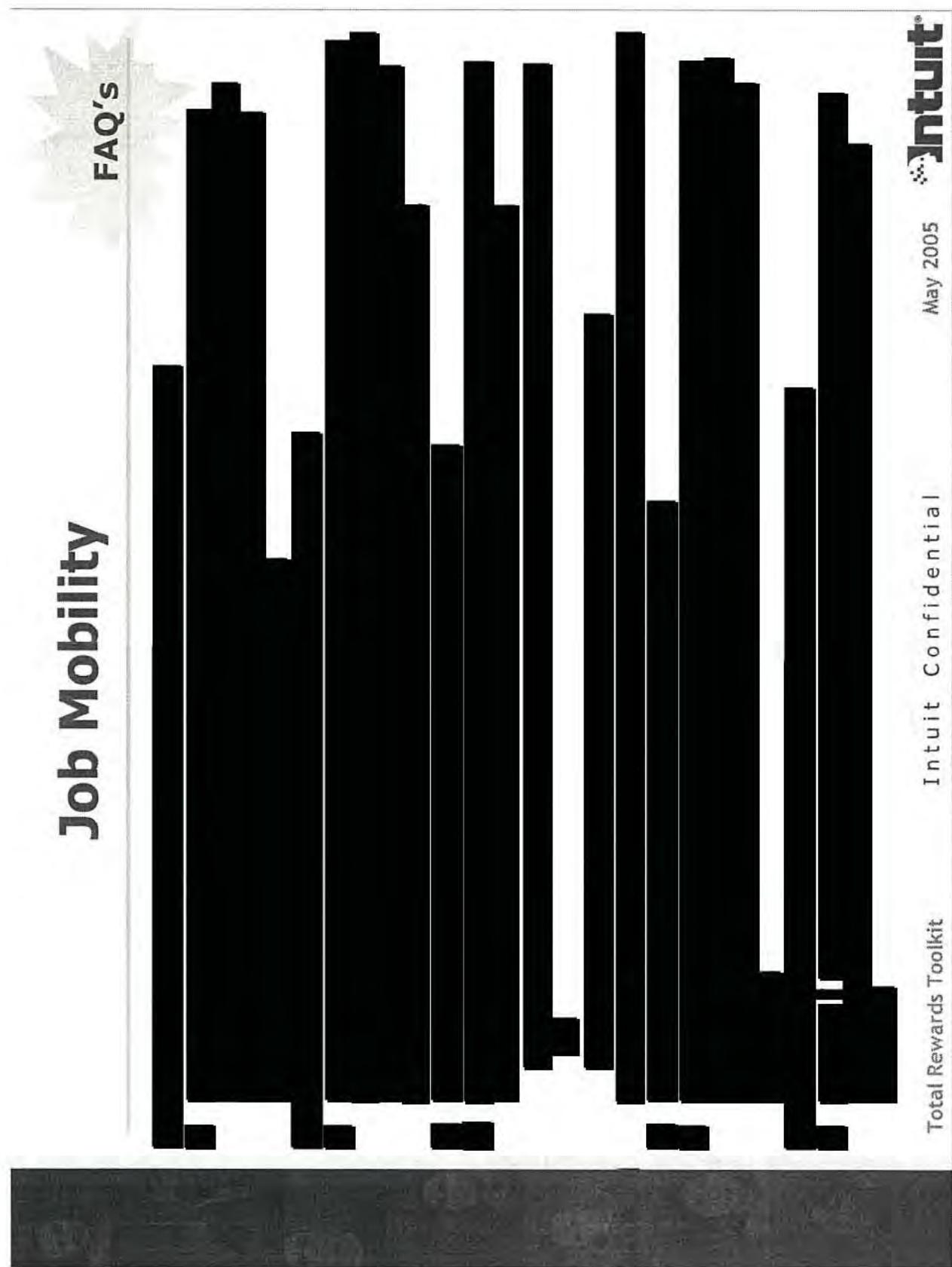
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Geographic Differentials

The local cost of labor is indicated in the chart below for both exempt and nonexempt positions. Local cost of living is included as a reference point to assist with pay decisions that may involve relocation.



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Job Mobility

FAQ's



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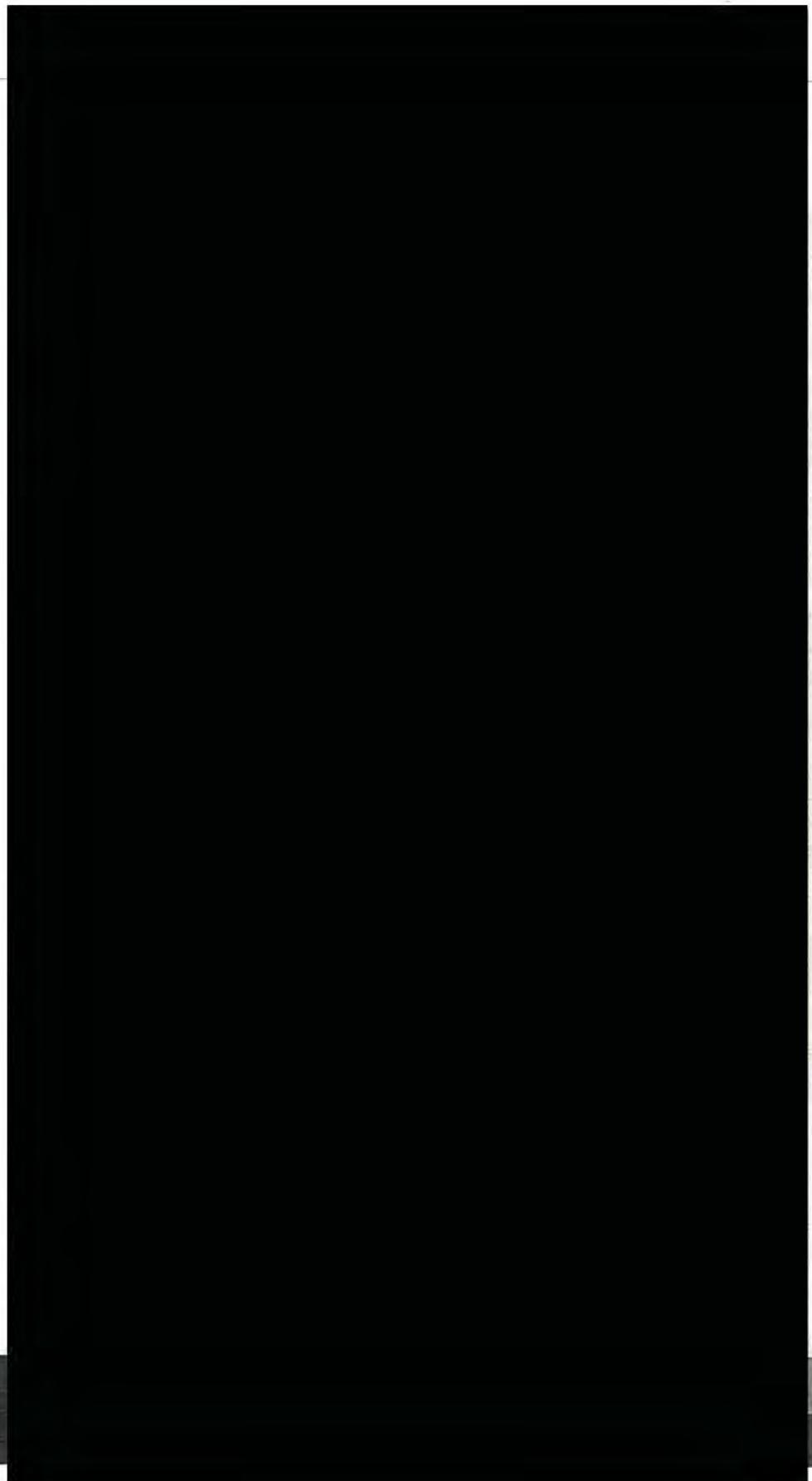
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What is Banding?



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Bands – Effective 9/1/03

Band	Description

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10. Overtime/FLSA (United States)



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This section addresses Exempt and Non-Exempt status. It includes a brief Q&A, information about the federal laws, a tool to assist managers in determining exemption status of jobs, and Intuit's overtime policies.

FLSA Q&A

➤ **What is FLSA, anyway?**

Enacted in 1938, the Fair Labor Standards Act (FLSA) governs minimum wage, overtime pay, child labor limitations, equal pay and record keeping. According to the Department of Labor, it is currently THE most violated employment law.

➤ **What government agency enforces FLSA?**

The Wage and Hour Division of the US Department of Labor administers and enforces FLSA.

FLSA Q&A



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FLSA Overtime Requirements



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Overtime Exemption Status Assessment Tool



Intuit's Pay Policy for Overtime



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